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FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: MARY BLACKFORD CHERRY

PHONE: (561)650-0728

FAX #: (561)655-5677

NAME: CTCP, INC.

AUDIT NUMBER.....H97000011071

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
CTCP, INC.

Article I

Name

The name of the corporation is CTCP, INC.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

125 Worth Avenue, Suite 212  
Palm Beach, Florida 33480

The mailing address of this corporation shall be:

125 Worth Avenue, Suite 212  
Palm Beach, Florida 33480

Michael V. Mitrione, Esq.  
FL BAR #294551  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
777 So. Flagler Dr., Ste. 500E  
West Palm Beach, FL 33401  
(561) 655-1980

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**Article V****Capital Stock**

The corporation is authorized to issue TEN THOUSAND (10,000) shares of No Dollars and One Cent (\$0.01) par value per share common stock.

**Article VI****Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500 - East Tower, Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

**Article VII****Incorporator**

The name and address of the person signing these Articles are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Michael V. Mitrione	777 South Flagler Drive, Suite 500 - East Tower West Palm Beach, Florida 33401

**Article VIII****Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article IX****Indemnification**

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and deficiencies, including interest, penalties, and reasonable

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attorney's fees, embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article X

##### Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

#### Article XI

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment repeal by the directors.

#### Article XII

##### Beginning of Corporate Existence

The date when corporate existence shall begin shall be July 7, 1997.



Michael V. Mitrione  
Incorporator

DATED: July 7, 1997

H97000011071

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CTCP, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: Michael V. Mitrone  
Valdes-Fauli Corporate Services, Inc.  
Michael V. Mitrone, Vice President

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