

P97000065509

Holland & Knight LLP

Requester's Name

315 S. Calhoun St., suite 600

Address

Tallahassee, Fl. 32301

City/State/Zip

~~425-5675~~

Phone #

Please Call Connie Shivers

@ 425-5657 if there is a problem with filing

Office Use Only

Thanks

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Golden Acquisition Sub, Inc. # P00000039363  
(Corporation Name) (Document #)

2. Grn Technologies, Inc. # P97000065509  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

300003255763

-05/17/00--01055--006

\*\*\*\*\*80.75 \*\*\*\*\*78.75

☐ Walk in

☒ Pick up time

ASAP

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

FILED  
00 MAY 17 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

GOLDEN ACQUISITION SUB, INC., a FL corp., P00000039363

INTO

**GVN TECHNOLOGIES, INC.**, a Florida entity, P97000065509

File date: May 17, 2000

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**  
**OF**  
**GOLDEN ACQUISITION SUB, INC.**  
**(A Florida Corporation)**  
**AND**  
**GVN TECHNOLOGIES, INC.**  
**(A Florida Corporation)**

FILED  
00 MAY 17 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

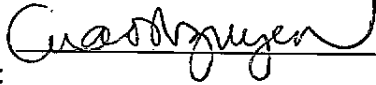
Pursuant to Section 607.1101 of the Florida Business Corporation Act governing the merger of domestic corporations, the corporations herein named do hereby submit the following articles of merger.

1. The names of the merging corporations are Golden Acquisition Sub, Inc., a corporation organized under the laws of Florida ("Merged Corporation") and subsidiary of Advanced Fibre Communications, Inc., a corporation organized under the laws of Delaware ("AFC") and GVN Technologies, Inc., a corporation organized under the laws of Florida ("Surviving Corporation").
2. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging Merged Corporation into Surviving Corporation, which will then become a wholly owned subsidiary of AFC.
3. The merger was approved and adopted by the Board of Directors of Surviving Corporation in accordance with the laws of Florida on April 3, 2000. The shareholders of Surviving Corporation approved the merger pursuant to 607.0702 of the Florida Business Corporation Act on May 16, 2000.
4. The aforesaid merger was approved and adopted by the Board of Directors of Merged Corporation in accordance with Section 607.0820 of the Florida Business Corporation Act on April 4, 2000. The shareholders of the Merged Corporation approved the merger pursuant to Section 607.0702 of the Florida Business Corporation Act on April 27, 2000.
5. Surviving Corporation will maintain its existence as the surviving corporation under the name GVN Technologies, Inc. pursuant to the laws of Florida.

6. The effective time and date of the merger herein provided for in the State of Florida shall be the time of filing of these Articles of Merger with Florida Secretary of State ("Effective Date").

**IN WITNESS WHEREOF**, Merged Corporation and Surviving Corporation have each caused these Articles of Merger to be executed by its President as of this 14 day of MAY, 2000.

GVN Technologies, Inc., a corporation  
organized under the laws of Florida

By:   
Name:  
Title: President

Golden Acquisition Sub, Inc., a corporation  
organized under the laws of Florida

By: \_\_\_\_\_  
Name:  
Title: President

TPA1 #1035687 v2

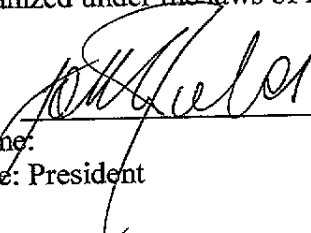
6. The effective time and date of the merger herein provided for in the State of Florida shall be the time of filing of these Articles of Merger with Florida Secretary of State ("Effective Date").

**IN WITNESS WHEREOF**, Merged Corporation and Surviving Corporation have each caused these Articles of Merger to be executed by its President as of this 16 day of MAY, 2000.

GVN Technologies, Inc., a corporation  
organized under the laws of Florida

By: \_\_\_\_\_  
Name:  
Title: President

Golden Acquisition Sub, Inc., a corporation  
organized under the laws of Florida

By:   
Name:  
Title: President

TPA1 #1035687 v2

## **PLAN AND AGREEMENT OF MERGER**

**BETWEEN**

**GVN TECHNOLOGIES, INC**  
**(A Florida Corporation)**

**AND**

**GOLDEN ACQUISITION SUB, INC.**  
**(A Florida Corporation)**

**THIS AGREEMENT**, dated as of May 16, 2000, between Golden Acquisition Sub, Inc., a corporation organized under the laws of Florida ("Merged Corporation") and a subsidiary of Advanced Fibre Communications, Inc ("AFC") and GVN Technologies, Inc., a corporation organized under the laws of Florida ("Surviving Corporation").

**WITNESSETH:**

**WHEREAS**, the Boards of Directors of the parties hereto deem it desirable, upon the terms and subject to the conditions herein stated, that Merged Corporation be merged with and into Surviving Corporation pursuant to the Agreement and Plan of Reorganization between AFC and Surviving Corporation ("Reorganization Plan"), and Surviving Corporation become a wholly owned subsidiary of AFC.

**NOW, THEREFORE**, it is agreed as follows:

1. At the Effective Time (as hereinafter defined), The Merged Corporation shall merge with and into Surviving Corporation, with Surviving Corporation as the surviving corporation, pursuant to the terms and conditions contained herein. Surviving Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of Florida, but the separate corporate existence of the Merged Corporation shall cease forthwith at the Effective Time.
2. The merger shall become effective on the time and date specified in the Articles of Merger filed with the Secretary of State in Florida, herein sometimes referred to as the Effective Time.
3. The Articles of Incorporation of the Surviving Corporation, as set forth on Exhibit A, shall constitute the Articles of Incorporation of the Surviving Corporation.
4. The Bylaws of the Surviving Corporation, as set forth on Exhibit B, shall be the Bylaws of the Surviving Corporation at the Effective Time.
5. As of the Effective Time, the members of the Board of Directors shall be John A. Schofield, Gregory S. Steele and Keith Pratt and the officers of the Surviving Corporation shall

be John A. Schofield - President, Gregory S. Steele - Chief Operating Officer, Keith Pratt - Chief Financial Officer and Amy M. Paul - Vice President, General Counsel and Secretary. The officers and directors shall serve until their respective successors are elected and qualified, subject to the provisions of the Bylaws and of the Florida Business Corporation Act.

6. If at any time the Surviving Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title, or interest of the Merged Corporation held immediately prior to the Effective Time, the Merged Corporation and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Corporation as shall be necessary to carry out the purposes of this Agreement of Merger, and the Surviving Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Merged Corporation or otherwise.

7. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of the issued and outstanding shares of the Surviving Corporation's Common Stock, the Surviving Corporation's Preferred Stock or any options to purchase shares of the Surviving Corporation's Common Stock:

(a) Capital Stock of Merged Corporation. All issued and outstanding shares of capital stock of Merged Corporation outstanding immediately prior to the Effective Time shall be converted into 100 shares of Common Stock of the Surviving Corporation. Each stock certificate of Merged Corporation evidencing ownership of any such shares shall continue to evidence ownership of such shares of capital stock of the Surviving Corporation.

(b) Cancellation of Surviving Corporation-Owned and AFC-Owned Stock. All shares of Surviving Corporation Common Stock and Surviving Corporation Preferred Stock, if any, that are owned directly or indirectly by Surviving Corporation, outstanding immediately prior to the Effective Time, and all shares of Surviving Corporation Common Stock and Surviving Corporation Preferred Stock, if any, that are owned directly or indirectly by AFC or any of its Subsidiaries, outstanding immediately prior to the Effective Time, shall be canceled, and no stock of AFC or other consideration shall be delivered in exchange therefor.

(c) Conversion of the Stock; Escrow Shares. Except for shares to be canceled pursuant to Section 2.3(b) of the Reorganization Plan, fractional shares as provided in Section 2.3(e) of the Reorganization Plan and Dissenting Shares as provided in Section 2.3(f) of the Reorganization Plan, and subject to adjustment pursuant to Section 2.3(d) of the Reorganization Plan, each share of Surviving Corporation Common Stock and Surviving Corporation Preferred Stock issued and outstanding immediately prior to the Effective Time (all shares of Surviving Corporation Common Stock and Surviving Corporation Preferred Stock not so excepted, the "Stock"), shall cease to be outstanding and shall be converted by virtue of the Merger and without any action on the part of the holders thereof (collectively, the "Holders" and each, a

"Holder") into the following respective number of shares of AFC Common Stock (collectively, the "Merger Shares"):

(i) in the case of each such share of Surviving Corporation Common Stock, outstanding immediately prior to the Effective Time, constituting part of the Stock, 0.088 (the "Exchange Ratio") shares of AFC Common Stock; and

(ii) in the case of each such share of Surviving Corporation Preferred Stock, outstanding immediately prior to the Effective Time, the sum of (a) 0.088 shares of AFC Common Stock and (b) such number of shares of AFC Common Stock as equals (x) the dollar amount of accrued and unpaid dividends on such share of Surviving Corporation Preferred Stock as of the closing of the Reorganization Plan (calculated at the rate specified in Section 2(a)(i) of Surviving Corporation's Second Amended and Restated Articles of Incorporation), divided by (y) the Closing Stock Price (as hereinafter defined).

Of the Merger Shares, a portion (the "Escrow Shares") in number equal to 10% of the Merger Shares shall be issued in accordance with the terms of the Escrow Agreement in the names of the Holders, but shall be delivered at the Effective Time to the Escrow Agent (as defined in Section 9.3(a) of the Reorganization Plan) to be held and distributed in accordance with the provisions of Article 9 of the Reorganization Plan.

(d) Adjustment of Exchange Ratio or Allocation. If, between April 4, 2000 and the Effective Time, the outstanding shares of AFC Common Stock, Surviving Corporation Common Stock or Surviving Corporation Preferred Stock shall have been changed into a different number of shares or a different class by reason of any reclassification, recapitalization, split-up, combination, exchange of shares or readjustment, the number of shares of AFC Common Stock to be delivered shall be correspondingly adjusted. No adjustment shall be made in the Exchange Ratio or the number of shares of AFC Common Stock issued in the Merger as a result of any consideration (in any form whatsoever) received by Surviving Corporation from April 4, 2000 to the Effective Time as a result of any exercise, conversion or exchange of Surviving Corporation Options or Surviving Corporation Preferred Stock.

(e) Fractional Shares. No fractional shares of AFC Common Stock shall be issued, but in lieu thereof each Holder who would otherwise be entitled to receive a fraction of a share of AFC Common Stock (after aggregating all fractional shares of AFC Common Stock to be received by such Holder) shall receive from AFC an amount of cash (rounded up to the nearest whole cent) equal to the product of (i) the fraction of a share of AFC Common Stock to which such Holder would otherwise be entitled, times (ii) the Closing Stock Price. The "Closing Stock Price" shall mean the average closing price of the AFC Common Stock on the Nasdaq National Market for the ten (10) trading day period ending two (2) trading days before the Closing Date.

(f) Dissenting Shares; Dissenting Shareholders. Notwithstanding anything in the Reorganization Plan to the contrary, no share of Surviving Corporation Common Stock or Surviving Corporation Preferred Stock, the holder of which (a "Dissenting Shareholder") has



properly exercised and perfected dissenters' rights under Section 607.1302 of the Florida Business Corporation Act (a "Dissenting Share"), shall be converted into the right to receive any Merger Shares or cash in lieu of fractional Merger Shares, but such Dissenting Shareholder shall be entitled to receive such consideration as shall be determined pursuant to Section 607.1302 of the Florida Business Corporation Act with respect to such Dissenting Share; provided that if any such Dissenting Shareholder shall fail to perfect or shall have effectively withdrawn or otherwise lost his, her or its rights to dissent to the Merger under the Florida Business Corporations Act, each of such Dissenting Shareholder's Dissenting Shares shall thereupon be deemed to have been converted into the number of Merger Shares (including cash in lieu of fractional shares, as provided in Section 2.3(f) of the Reorganization Plan) applicable thereto as if such Dissenting Share had not been a Dissenting Share at the Effective Time, without any interest thereon, and such share shall no longer be a Dissenting Share. Surviving Corporation shall give AFC (i) prompt notice of any written demands for the exercise of dissenters' rights in respect of any shares of Surviving Corporation Common Stock or Surviving Corporation Preferred Stock, outstanding immediately prior to the Effective Time, withdrawals of such demands, and any other instruments served pursuant to Florida law including without limitation instruments concerning appraisal or dissenters' rights and received by Surviving Corporation and (ii) the opportunity to participate in all negotiations and proceedings with respect to such demands. Surviving Corporation shall not, except with the prior written consent of AFC, voluntarily make any payment with respect to any demands for the exercise of dissenters' rights in respect of any shares of Surviving Corporation Common Stock or Surviving Corporation Preferred Stock, outstanding immediately prior to the Effective Time, or offer to settle or settle any such demands.

8. At and after the Effective Time of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to the Merged Corporation shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of the Surviving Corporation as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in the Merged Corporation shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

9. From and after the Effective Time, the assets and liabilities of Merged Corporation and of Surviving Corporation shall be entered on the books of Surviving Corporation at the amounts at which they shall be carried at such time on the respective books of

Merged Corporation and of Surviving Corporation, subject to such to inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of Surviving Corporation, in accordance with generally accepted accounting principles, the capital and surplus of Surviving Corporation shall be equal to the capital and surplus of Merged Corporation and of Surviving Corporation.

**IN WITNESS WHEREOF**, Merged Corporation and Surviving Corporation have each caused this Agreement to be executed by its President as of the date first above written.

Golden Acquisition Sub, Inc., a corporation  
organized under the laws of Florida

By: 

Name: John A. Schofield

Title: President

GVN Technologies, Inc., a corporation  
organized under the laws of Florida

By: 

Name: Giao V. Nguyen

Title: President

TPA1 #1035688 v3

# **THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

## **GVN TECHNOLOGIES, INC.**

The Board of Directors of GVN Technologies, Inc., a Florida corporation (the "Corporation," pursuant to sections 607.1003 and 607.1007 of the Florida Business Corporation Act, hereby amends and restates in its entirety the Articles of Incorporation.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is GVN Technologies, Inc.

**SECOND:** The street address, wherever located, of the principal office of the corporation is 7421 114th Avenue North, Suite 208, Largo, Florida 33733.

The mailing address, wherever located, of the corporation is One Willow Brook Court, Petaluma, California 94954.

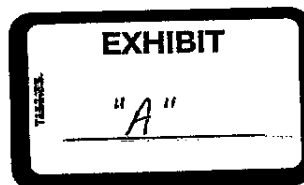
**THIRD:** The number of shares that the corporation is authorized to issue is One Hundred (100), all of which are of a par value of \$0.01 each and are of the same class and are common shares.

**FOURTH:** The street address of the registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.



**SIXTH:** The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**SEVENTH:** The duration of the corporation shall be perpetual.

**EIGHTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and 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.

**NINTH:** Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Judith S. Blancett  
Name: JUDITH S. BLANCETT  
Title: AS AGENT

Date: 5/12/00

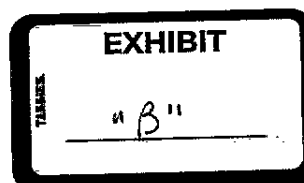
BYLAWS  
OF  
GVN TECHNOLOGIES, INC.  
(a Florida corporation)

ARTICLE I  
SHAREHOLDERS

1. SHARE CERTIFICATES. Certificates evidencing fully-paid shares of the corporation shall set forth thereon the statements prescribed by Section 607.0625 of the Florida Business Corporation Act ("Business Corporation Act") and by any other applicable provision of law, must be signed, either manually or in facsimile, by any one of the following officers: the President, a Vice President, the Secretary, an Assistant Secretary, the Treasurer, an Assistant Treasurer, or by any officer designated by the Board of Directors, and may bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate is nevertheless valid.

2. FRACTIONAL SHARES OR SCRIP. The corporation may: issue fractions of a share or pay in money the fair value of fractions of a share; make arrangements, or provide reasonable opportunity, for any person entitled to or holding a fractional interest in a share to sell such fractional interest or to purchase such additional fractional interests as may be necessary to acquire a full share; and issue scrip in registered or bearer form, over the manual or facsimile signature of an officer of the corporation or its agent, entitling the holder to receive a full share upon surrendering enough scrip to equal a full share. Each certificate representing scrip must be conspicuously labeled "scrip" and must contain the information required by of Section 607.0625 of the Business Corporation Act. The holder of a fractional share is entitled to exercise the rights of a shareholder, including the right to vote, to receive dividends, and to participate in the assets of the corporation upon liquidation. The holder of scrip is not entitled to any of these rights unless the scrip provides for them. The Board of Directors may authorize the issuance of scrip subject to any condition considered desirable, including (a) that the scrip will become void if not exchanged for full shares before a specified date; and (b) that the shares for which the scrip is exchangeable may be sold and the proceeds paid to the scripholders.

3. SHARE TRANSFERS. Upon compliance with any provisions restricting the transferability of shares that may be set forth in the articles of incorporation, these Bylaws, or any written agreement in respect thereof, transfers of shares of the corporation shall be made only on the books of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, or with a transfer agent or a registrar and on surrender of the certificate or certificates for such shares properly



endorsed and the payment of all taxes thereon, if any. Except as may be otherwise provided by law or these Bylaws, the person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation; provided that whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact, if known to the Secretary of the corporation, shall be so expressed in the entry of transfer.

4. RECORD DATE FOR SHAREHOLDERS. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders to demand a special meeting, or to take any other action, the Board of Directors, of the corporation may fix a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy days before the meeting or action requiring such determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than one hundred twenty days after the date fixed for the original meeting.

5. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of shareholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "shareholder" or "shareholders" refers to an outstanding share or shares and to a holder or holders of record of outstanding shares when the corporation is authorized to issue only one class of shares, and said reference is also intended to include any outstanding share or shares and any holder or holders of record of outstanding shares of any class upon which or upon whom the articles of incorporation confer such rights where there are two or more classes or series of shares or upon which or upon whom the Business Corporation Act confers such rights notwithstanding that the articles of incorporation may provide for more than one class or series of shares, one or more of which are limited or denied such rights thereunder.

6. SHAREHOLDER MEETINGS.

- TIME. The annual meeting shall be held on the date fixed from time to time by the directors. A special meeting shall be held on the date fixed from time to time by the directors except when the Business Corporation Act confers the right to call a special meeting upon the shareholders.

- PLACE. Annual meetings and special meetings shall be held at such place in or out of the State of Florida as the directors shall from time to time fix.

- CALL. Annual meetings may be called by the directors or the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the President, or the Secretary or by any officer instructed by the directors or the President to call the meeting. Special meetings may be called in like manner.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. The corporation shall notify shareholders of the date, time, and place of each annual and special

shareholders' meeting. Such notice shall be no fewer than ten nor more than sixty days before the meeting date. Unless the Business Corporation Act or the articles of incorporation require otherwise, notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called. Notice shall be given in the manner provided in Section 607.0141 of the Business Corporation Act, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called. Unless the Business Corporation Act or the articles of incorporation require otherwise, the corporation is required to give notice only to shareholders entitled to vote at the meeting. A shareholder may waive any notice required by the Business Corporation Act, the articles of incorporation, or the Bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the shareholder entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A shareholder's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; or waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

- VOTING LIST FOR MEETING. After fixing a record date for a meeting, the corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of a shareholders' meeting, arranged by voting group, with the address of and number and class and series, if any of shares held by each shareholder. The shareholders' list must be available for inspection by any shareholder, for a period of ten days prior to the meeting or such shorter time as exists between the record date and the meeting and continuing through the meeting at the corporation's principal office, or at a place identified in the meeting notice in the city where the meeting will be held, or at the office of the corporation's transfer agent or registrar. A shareholder, his agent or attorney is entitled on written demand to inspect the list subject to the requirements of Section 607.1602(3) of the Business Corporation Act, to copy the list, during regular business hours and at his expense, during the period it is available for inspection. The corporation shall make the shareholders' list available at the meeting, and any shareholder, or his agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

- CONDUCT OF MEETING. Meetings of the shareholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice Chairman of the Board, if any, the President, a Vice President, if any, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the shareholders. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but, if neither the Secretary nor an Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting.

- PROXY REPRESENTATION. A shareholder may appoint a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for up to eleven months, unless a longer period is expressly provided in the appointment form. An appointment of a proxy is revocable by

the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest.

- SHARES HELD BY NOMINEES. The corporation may establish a procedure by which the beneficial owner of shares that are registered in the name of a nominee is recognized by the corporation as the shareholder. The extent of this recognition may be determined in the procedure.

- QUORUM. Unless the articles of incorporation or the Business Corporation Act provides otherwise, a majority of the votes entitled to be cast on a matter by a voting group constitutes a quorum of that voting group for action on that matter. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

- VOTING. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. If a quorum exists, action on a matter, other than the election of directors, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the articles of incorporation or the Business Corporation Act requires a greater number of affirmative votes.

7. ACTION WITHOUT MEETING. Unless otherwise provided in the articles of incorporation, action required or permitted by the provisions of the Business Corporation Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of each voting group entitled to vote thereon, and delivered to the corporation by delivery to its principal office in the State of Florida, its principal place of business, the corporate Secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take the corporate action referred to therein, unless within sixty days of the date of the earliest dated consent delivered in the manner required by Section 607.0704 of the Business Corporation Act, written consents signed by holders of shares having the number of votes required to take action are delivered to the corporation by delivery as set forth in Section 607.0704 of the Florida Business Corporation Act. Action under this paragraph be subject to the requirements of Section 607.0704 of the Business Corporation Act.



## ARTICLE II

### BOARD OF DIRECTORS

1. FUNCTIONS GENERALLY - COMPENSATION. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, a Board of Directors. The Board may fix the compensation of directors.

2. QUALIFICATIONS AND NUMBER. A director need not be a shareholder, a citizen of the United States, or a resident of the State of Florida. The initial Board of Directors shall consist of three (3) persons, which shall be the number of directors until changed. Thereafter, the number of directors shall not be less than two (2) nor more than five (5). The number of directors may be fixed or changed from time to time by the shareholders. If not so fixed, the number shall be three (3). The number of directors shall never be less than one.

3. TERMS AND VACANCIES. The terms of the initial directors of the corporation expire at the first shareholders' meeting at which directors are elected. The terms of all other directors expire at the next annual shareholders' meeting following their election. A decrease in the number of directors does not shorten an incumbent director's term. The term of a director elected to fill a vacancy expires at the next shareholders' meeting at which directors are elected. Despite the expiration of a director's term, the director continues to serve until his successor is elected and qualifies or until there is a decrease in the number of directors. Whenever a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, it may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by the shareholders, unless the articles of incorporation provide otherwise.

#### 4. MEETINGS.

- TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

- PLACE. The Board of Directors may hold regular or special meetings in or out of the State of Florida at such place as shall be fixed by the Board.

- CALL. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, if any, the Vice Chairman of the Board, if any, of the President, or of a majority of the directors in office.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Written, or oral, notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of a special meeting

need not describe the purpose of the meeting. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objection to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

- QUORUM AND ACTION. A quorum of the Board of Directors consists of a majority of the number of directors prescribed in or fixed in accordance with these Bylaws. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

- CHAIRMAN OF THE MEETING. Meetings of the Board of Directors shall be presided over by the following directors in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice Chairman of the Board, if any, the President, or any other director chosen by the Board.

5. REMOVAL OF DIRECTORS. The shareholders may remove one or more directors with or without cause pursuant to the provisions of Section 607.0808 of the Business Corporation Act.

6. COMMITTEES. The Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution or in the articles of incorporation or the Bylaws, shall have and may exercise all the authority of the Board of Directors, except such authority as may not be delegated under the Business Corporation Act. Each committee may have two or more members, who serve at the pleasure of the Board of Directors. The provisions of Sections 607.0822, 607.0823, and 607.0824 of the Business Corporation Act, which govern meetings, notice and waiver of notice, and quorum and voting requirements, apply to committees and their members as well.

7. ACTION WITHOUT MEETING. Action required or permitted by the Business Corporation Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken, signed by each director or committee member. Action taken under this paragraph is effective when the last director signs the consent, unless the consent specifies a different effective date.

### ARTICLE III

#### OFFICERS

The corporation shall have a President, and a Secretary, and such other officers as may be deemed necessary, who may be appointed by the directors. The same individual may simultaneously hold more than one office in the corporation.

A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors.

Each officer of the corporation has the authority and shall perform the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers; provided, that the Secretary shall have the responsibility for preparation and custody of minutes of the directors' and shareholders' meetings and for authenticating records of the corporation.

The Board of Directors may remove any officer at any time with or without cause.

### ARTICLE IV

#### REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation and the name of the initial registered agent of the corporation are set forth in the original articles of incorporation.

### ARTICLE V

#### CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine or the law require.

### ARTICLE VI

#### FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

## ARTICLE VII

### CONTROL OVER BYLAWS

The Board of Directors may amend or repeal these Bylaws unless the articles of incorporation or the Business Corporation Act reserves this power exclusively to the shareholders in whole or in part, or the shareholders in amending or repealing the Bylaws generally or a particular Bylaw provision provide expressly that the Board of Directors may not amend or repeal the Bylaws, generally or that Bylaw provision. The shareholders may amend or repeal these Bylaws even though the Bylaws may also be amended or repealed by the Board of Directors. No provision of this Article shall be construed as purporting to negate the requirements of Section 607.1201 of the Business Corporation Act.