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November 11, 1997

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Fla. Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

RE: Procacci Bartow, Inc.

Dear Sirs:

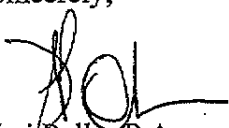
Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of the above-named proposed Florida Corporation.

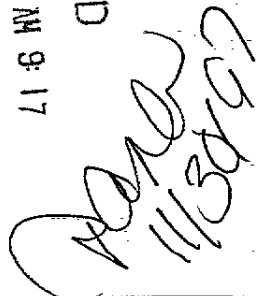
Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and forward the certified copy to the undersigned at 6013 NW 23rd Avenue, Boca Raton, Florida 33496 at your earliest opportunity.

Thank you for your prompt attention to this matter.

Sincerely,

Jeri Poller P.A.
Of Counsel
To the Firm

97 NOV 25 AM 9:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLES OF INCORPORATION
OF
PROCACCI BARTOW, INC., a Florida corporation

FILED
97 NOV 25 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

I.

A. Name: The name of this Corporation shall be **Procacci Bartow, Inc.**

B. Address: The mailing address of this corporation is 5082 Coconut Creek Parkway, Margate, Florida 33063.

II.

A. Nature of Business: The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

(b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.

(c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

(e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

(f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

(g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

III.

A. Stock: The authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

B. Cumulative Voting: Cumulative voting for directors will not apply to this Corporation.

IV.

A. Notice: Notice of shareholder and director meetings may be given orally, if reasonable under the circumstances, and may be communicated by telephone, telecopy, telegraph, teletype or other reliable form of electronic communication.

B. Incorporator: The name and street address of the Incorporator of this Corporation, is as follows:

<u>Name</u>	<u>Address</u>
Philip J. Procacci	5082 Coconut Creek Parkway Margate, FL 33063

V.

A. Term of Corporate Existence: This Corporation shall exist perpetually unless dissolved according to law.

VI.

A. Address of Registered Office and Registered Agent: The street address of the initial registered office of this Corporation in the State of Florida shall be 5082 Coconut Creek Parkway Margate, FL 33063. The name of the initial registered agent of the Corporation at the above address shall be Philip J. Procacci. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

VII.

A. Number of Directors: The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one, the exact number to be determined from time to time in accordance with the By-Laws.

VIII.

A. Initial Board of Directors: The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

<u>Name</u>	<u>Address</u>
Philip J. Procacci	6199 N.W. 31st Court Boca Raton, FL 33496

IX.

A. Officers: The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

The names of the persons who are to serve as officers until the first meeting of the Board of Directors following the filing of these Articles of Incorporation are as follows:

Names

Offices

Philip J. Procacci
Mark L. Cohen

President and Secretary
Vice President, Treasurer and Assistant
Secretary

X.

A. By-Laws: The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

XI.

A. Transactions In Which Directors or Officers are Interested:

(a) No contract or other transaction between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Trustees or officers are Trustees or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Trustees or officer is present at or participates in the meeting of the Board of Trustees or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

(c) For purposes of paragraph (a)(2) of this Section, a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a Director or Officer who has a relationship or interest in the transaction described in subsection (a) may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction

under paragraph (a)(2). The vote of those shares, however, is counted in determining whether the transaction is approved under other provisions of this Section. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purposes of taking action under this Section.

XII.

A. Indemnification of Directors and Officers: Terms used in this Article Twelve shall have the meanings ascribed to them in F.S. §§ 607.0850 and 607.0831 or any amended or successor sections of the Florida Statutes.

B. The Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any Officer, Director, employee or agent who acted in good faith and who was or is a party to any proceeding, against liability including expenses incurred in connection with such proceeding and including any appeal thereof; provided, however, that the Corporation shall not, under this Section 12.2 or Section 12.4, indemnify any Officer, Director, employee or agent if a judgment or other final adjudication establishes that the Officer's, Director's, employee's or agent's actions or omissions to act (a) were material to the cause of action so adjudicated and (b) constitute:

- (i) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (ii) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (iii) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member; or
- (iv) in the case of a Director, a circumstance under which the liability provisions of F.S. § 607.0621 are applicable.

C. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 12.2 and despite any contrary determination of the Board of Directors or, if applicable, the shareholders of the Corporation, an Officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the Officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. § 607.0850 or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;
- (b) the Officer, Director, employee or agent is entitled to indemnification or

advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 12.4; or

(c) the Officer or Director is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standards of conduct set forth in F.S. § 607.0850 or any amended or successor section. It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to an employee or agent if (i) the employee or agent is not entitled to mandatory indemnification pursuant to Section 12.3(a) or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such employee or agent pursuant to Section 12.3(b). The Corporation does not recognize and will not permit any employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 12.4 hereof.

D. Section 12.2 shall not be construed to mean that indemnification by the Corporation pursuant to F.S. § 607.0950 is not permitted. Subject nevertheless to the limitations of Section 12.2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses of any Officer, Director, employee or agent under any Bylaw, agreement, vote of members, if any, or disinterested Directors, or otherwise, both as to actions of such Officer, Director, employee or agent in his official capacity and as to actions in another capacity while holding such office.

E. Expenses incurred by an Officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Officer or Director to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article Twelve. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms or conditions as the Board of Directors may, from time to time, deem appropriate but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article Twelve.

F. Indemnification and/or advancement of expenses as provided in this Article Twelve shall continue, unless otherwise provided when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an Officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

G. This Article Twelve shall be interpreted to permit, but not require, indemnification or advancement of expenses, or both, to the fullest extent permitted by law. If any part of this Article Twelve shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

XIII.

A. Financial Information: The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. The corporation shall be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

XIV.

A. Amendment These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 23 day of November 1997.


Philip J. Procacci

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That **Procacci Bartow, Inc.**, desiring to organize under the laws of the State of Florida, with its registered office at: 5082 Coconut Creek Parkway, Margate, FL 33063 named **Philip J. Procacci**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, 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.


Philip J. Procacci

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA