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P97000104352

November 14, 1997

Sandra Mortham, Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-11/21/97--01063--016  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam

Enclosed for filing please find:

1. Original Articles of Incorporation of The Holt Group, Inc. (together with a certificate designating the registered agent and place for service of process).
2. Check made payable to the Florida Department of State in the amount of \$122.50, representing your fee associated with the filing of the said Articles.

We are herewith filing said Articles with you. Upon completing your filing will you please forward a certified copy of the Articles to the above address.

Very truly yours,

  
William M. Rowland, III

WMR:pb  
Encl.

FILED  
97 DEC 10 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten notes and signatures at the bottom right, including "P97-163" and "11/25/97".



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 25, 1997

WILLIAM M. ROWLAND, III  
1711 GLAMINGO DRIVE  
ORLANDO, FL 32803

SUBJECT: THE HOLT GROUP, INC.  
Ref. Number: W97000026526

We have received your document for THE HOLT GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 297A00056274

Please ReFile - Thank you

William M. Rowland III

**ARTICLES OF INCORPORATION  
OF  
THE HOLT GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation is **THE HOLT GROUP, INC.**

**ARTICLE II**

**Commencement of Corporate Existence**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock**

A. **Number and Class of Shares Authorized; Par Value**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000.00 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock." The Corporation hereby elects to take advantage of the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended, which permits ordinary loss treatment when either the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless.

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

**ARTICLE V**

**Initial Registered Office and Agent; Principal Place of Business**

The initial registered office of this Corporation shall be located at the City of Winter Park, County of Orange and State of Florida, and its address there shall be, at present, 451 Melrose Avenue, Winter Park, Florida 32789 and the initial registered agent of the Corporation at that address shall be Charles A. Holt. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: . 451 Melrose Avenue, Winter Park, Florida 32789.

**Initial Board of Directors**

The initial Board of Directors of the Corporation shall consist of two (2) directors. The names and street addresses of the directors of this Corporation are:

Teri V. Holt  
451 Melrose Avenue  
Winter Park, Florida 32789

Charles A. Holt  
451 Melrose Avenue  
Winter Park, Florida 32789

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

**ARTICLE VII**  
**Incorporator**

The name and street address of the person signing these Articles of Incorporation as Incorporator is

Teri V. Holt  
451 Melrose Avenue  
Winter Park, Florida 32789

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX**  
**Amendment**

This 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 shareholders is subject to this reservation.

**ARTICLE X**  
**Headings and Captions**

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 9th day of November, 1997.

Teri V. Holt  
Teri V. Holt, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

**THE HOLT GROUP, INC.** (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated **CHARLES A. HOLT** as its Registered Agent to accept service of process within the State of Florida with his registered office located at 451 Melrose Avenue, Winter Park, Florida 32789.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 9<sup>TH</sup> day of November, 1997.



Charles A. Holt

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97 DEC 10 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA