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FLORIDA DIVISION OF CORPORATIONS
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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
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NAME: FC PALM AIRE, INC.

AUDIT NUMBER.....H97000020488

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

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**ARTICLES OF INCORPORATION
OF
FC PALM AIRE, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is FC Palm Aire, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 11001 Executive Center Drive, Little Rock, Arkansas 72211.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, Suite 500, Tampa, Florida 33602, and the name of its initial registered agent at that address is Laurence E. Kinsolving.

Prepared by: Laurence E. Kinsolving, Esquire
Carlton Fields
One Harbour Place
Tampa, Florida 33602
(813) 223-7000
Florida Bar No. 113608

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ARTICLE V**Incorporator**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Laurence E. Kinsolving	One Harbour Place Suite 500 Tampa, Florida 33602

ARTICLE VI**Initial Directors**

The corporation initially shall have three (3) directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
John W. McConnell	11001 Executive Center Drive Little Rock, Arkansas 72211
Robert W. Howeth	11001 Executive Center Drive Little Rock, Arkansas 72211
Marcel J. Dumeny	11001 Executive Center Drive Little Rock, Arkansas 72211

ARTICLE VII**LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or

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protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

Dated this 11th day of December, 1997.



LAURENCE E. KINSOLVING
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 11th day of December, 1997.



LAURENCE E. KINSOLVING
Registered Agent

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