

P98000008768

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LOUIS L. HAMBY III

ROBB R. MAASS

M. TIMOTHY HANLON

KURT E. BOSSHARDT

WARREN D. HAYES, SR.

GENE D. LIPSCHER

STUART J. HAFT

KENNETH T. LETSCH

January 23, 1998

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300002411903--1  
-01/26/98--01095--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Omnii Acquisition Co.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00 for the filing fee.

Please stamp as filed the enclosed copy of the Articles and return them to me.

Sincerely,



M. Timothy Hanlon

EFFECTIVE DATE

1. 01-23-98

MTH/cmc  
Enclosures

FILED  
98 JAN 26 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QW 1-28-98

ARTICLES OF INCORPORATION  
OF  
OMNII ACQUISITION CO.

Article I - Name

The name of this corporation is OMNII ACQUISITION CO.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 1500 N. Florida Mango Road, West Palm Beach, Florida 33409.

FILED  
98 JAN 26 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-23-98

#### Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is M. Timothy Hanlon.

#### Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

Chuck Jackson  
1500 N. Florida Mango Road  
West Palm Beach, Florida 33409

Kevin Thomas  
1500 N. Florida Mango Road  
West Palm Beach, Florida 33409

#### Article IX - Incorporator

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

M. Timothy Hanlon  
321 Royal Poinciana Plaza  
Palm Beach, Florida 33480

#### Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

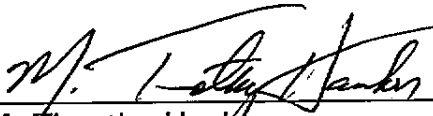
Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23<sup>rd</sup> day of January, 1998.

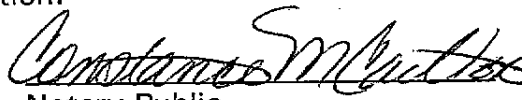
  
\_\_\_\_\_  
M. Timothy Hanlon

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of January, 1998 by M. Timothy Hanlon, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Constance M. Carlton  
MY COMMISSION # CC502045 EXPIRES  
October 25, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.


  
\_\_\_\_\_  
Notary Public

CONSTANCE M. CARLTON  
Notary Public Printed

My Commission Number: CC502045  
My Commission Expires: 10/25/99

Acceptance of Designation

The undersigned, M. Timothy Hanlon, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
M. Timothy Hanlon

FILED  
98 JAN 26 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

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