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ICARD, MERRILL, CULLIS, TIMM,

FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

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SARASOTA, FLORIDA 34237

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ROBERT E. MESSICK

TAMPA TELEPHONE

(813) 221-2100

REPLY TO:

P.O. BOX 4195

SARASOTA, FLORIDA 34230

February 17, 1998

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\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

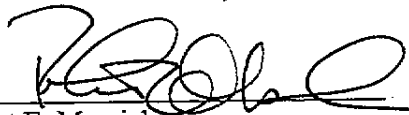
**Re: BELLASOFIA MANAGEMENT CONSULTANTS CORP.**

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for BELLASOFIA MANAGEMENT CONSULTANTS CORP., together with a check in the amount of \$122.50 which constitutes the filing fee. Please file the Articles of Incorporation and return the stamped copy to us. If you have any questions or concerns, please call us at (941) 366-8100. Thank you.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.



Robert E. Messick

For the Firm

Enclosures

cc: Mr. Dennis J. Girard

*DMP*  
2-20-98

**FILED**  
98 FEB 19 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BELLASOFIA MANAGEMENT CONSULTANTS CORP.**

**FILED**

98 FEB 19 PM 12: 53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1. - NAME**

The name of the Corporation is BELLASOFIA MANAGEMENT CONSULTANTS CORP.

**ARTICLE 2. - PRINCIPAL OFFICE**

The principal office of the Corporation shall initially be at 4200 Central Sarasota Parkway, Sarasota, Florida 34238. The Corporation may change its principal office from time to time as permitted by law.

**ARTICLE 3. - MAILING ADDRESS**

The initial mailing address of the Corporation shall be 4200 Central Sarasota Parkway, Sarasota, Florida 34238. The Corporation may change its mailing address from time to time as permitted by law.

**ARTICLE 4. - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 5. - POWERS**

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

**ARTICLE 6. - SHARES [CAPITAL STOCK]**

This Corporation is authorized to issue 1000 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

**ARTICLE 7. - PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the Corporation which have never previously been sold or issued.

Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

#### ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this Corporation at that address is ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., Attention: Robert E. Messick.

#### ARTICLE 9. - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

DENNIS J. GIRARD  
4200 Central Sarasota Parkway  
Sarasota, FL 34238

#### ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

ROBERT E. MESSICK, Esquire  
ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.  
2033 Main Street, Suite 600  
Sarasota, Florida 34237

#### ARTICLE 11. - CUMULATIVE VOTING

All Shareholders are entitled to cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be

electd at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

#### ARTICLE 12. - INDEMNIFICATION

All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

#### ARTICLE 13. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


The undersigned Incorporator has executed these Articles of Incorporation on this 17<sup>th</sup> day of February, 1998.

  
ROBERT E. MESSICK

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of February, 1998, by ROBERT E. MESSICK, described as the Incorporator, who is personally known to me or who has produced a Driver's License as identification, and who did take an oath.

My Commission Expires:

  
Notary Public  
Typed Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_



Paula Moser  
COMMISSION # 60646781 EXPIRES  
May 13, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
BELLASOFIA MANAGEMENT CONSULTANTS CORP.**

**FILED**

98 FEB 19 PM 12:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED this 17<sup>th</sup> day of February, 1998.

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By: 

ROBERT E. MESSICK  
Its authorized Agent

Registered Agent