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NAME: PANAMA COVE, INC.

AUDIT NUMBER.....H98000014423

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

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ARTICLES OF INCORPORATION 98 AUG -4 PM 4:16

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PANAMA COVE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

#### ARTICLE I

##### NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Panama Cove, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 121 West Forsyth Street, Suite 200, Jacksonville, Florida 32202.

#### ARTICLE II

##### DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

#### ARTICLE III

##### PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso Fla. Bar No. 298662<sup>1</sup> -  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit No. H98000014423

## ARTICLE IV

### CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

## ARTICLE VI

### BYLAWS

Section 6.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE VII

### INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator of this corporation are:

#### NAME

Linda Y. Kelso

#### ADDRESS

200 Laura Street  
Jacksonville, Florida 32202

**ARTICLE VIII**

**INDEMNIFICATION**

Section 8.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE IX**

**AMENDMENT**

Section 9.1 **Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 4th day of August, 1998.

Linda Y. Kelso  
Linda Y. Kelso, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L Corp.

By: Charles V. Hedrick  
Charles V. Hedrick, Authorized Signatory

Date: August 4, 1998

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