

Division of Corporations

**P99000010435****Florida Department of State**

Division of Corporations

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**To:**

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**From:**

Account Name : CUMMINGS & LOCKWOOD  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.****SHOLEY III, INC.**

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SHOLEY III, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

SHOLEY III, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

402 South Westshore Blvd.  
Tampa, Florida 33609

THIRD: The aggregate number of shares that the Corporation is authorized to issue is ten thousand (10,000) shares of common stock, and the par value of each such share shall be (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

CLASP Inc.

FIFTH: The name and address of the sole incorporator of the Corporation is:

CLASP Inc.  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

Prepared by Aaron A. Farmer, Esq.  
Cummings & Lockwood  
P. O. Box 413032  
Naples, FL 34101  
(941) 262-8311  
Florida Bar No. 0995053

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SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Jeffrey F. Schoenbaum  
402 South Westshore Blvd.  
Tampa, Florida 33609

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 2<sup>nd</sup> day of February, 1999.

CLASP INC.  
Incorporator

By:   
Aaron A. Farmer, Esq., Vice President

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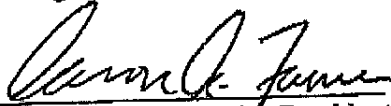
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: SHOLEY III, INC.;
2. The name and address of the registered agent and office is:

CLASP Inc.  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

*Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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 obligations of my position as registered agent.*

CLASP INC.  
Initial Registered Agent

By:   
Aaron A. Farmer, Vice President

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