

P9600002892

1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-0100 FAX

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**networks** AN-5 AM 8:07  
PRESIDENTIAL  
LEGAL & FINANCIAL DIVISION OF CORPORATION

EFFECTIVE DATE  
12/31/95

ACCOUNT NO. : 072100000032  
REFERENCE : 793216 4352702  
AUTHORIZATION : *Patricia Pizzuto*  
COST LIMIT : \$ 122.50

ORDER DATE : January 4, 1996  
ORDER TIME : 4:52 PM  
ORDER NO. : 793216

CUSTOMER NO: 4352702 500001679545

CUSTOMER: Ms. Jennifer Lukas  
WILLIAMS PARKER HARRISON DIETZ  
& GETZEN  
1550 Ringling Blvd.  
Sarasota, FL 34236

DOMESTIC FILING

NAME: CLASS ENTERPRISES, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*W95-315*

*SAS*  
*1/10/96*

96 JAN -5 AM 8:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 5, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: CLASS ENTERPRISES, INC., OF FLORIDA  
Ref. Number: W9600000375

We have received your document for CLASS ENTERPRISES, INC., OF FLORIDA and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 096A00000639

EFFECTIVE DATE  
12/31/95

ARTICLES OF INCORPORATION  
OF

CLASS ENTERPRISES OF SARASOTA, INC.

FILED  
96 JAN -5 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

CLASS ENTERPRISES OF SARASOTA, INC.

2. Principal Office. The principal office of the Corporation is:

2090 S. Tamiami Trail  
Osprey, Florida 34229

3. Mailing Address. The mailing address of the Corporation is:

2090 S. Tamiami Trail  
Osprey, Florida 34229

4. Authorized Shares. The Corporation is authorized to issue 1,000,000 shares of common stock, \$0.01 par value.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Phillip D. Eck  
200 South Orange Avenue  
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Phillip D. Eck  
200 South Orange Avenue  
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence on December 31, 1995.

Dated this 27th day of December, 1995.

  
\_\_\_\_\_  
Phillip D. Eck  
Incorporator and Registered Agent

PDI-144305

FILED  
96 JAN -5 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96 000002892



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CLASS ENTERPRISES, INC., a Florida corporation, document number L07940

INTO

CLASS ENTERPRISES OF SARASOTA, INC. which changed its name to  
CLASS ENTERPRISES, INC., a Florida corporation, P96000002892

File date: May 30, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

P 96000002892

1201 HAYS STREET  
TALLAHASSEE, FL 32307  
904-222-0771  
904-222-0779 FAX



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 970472 4352702  
AUTHORIZATION : Patricia Pizzuto  
COST LIMIT : \$ 122.50

ORDER DATE : May 30, 1996  
ORDER TIME : 11:43 AM  
ORDER NO. : 970472  
CUSTOMER NO: 4352702  
CUSTOMER: Ms. Jennifer Lukas  
Williams Parker Harrison Dietz  
200 South Orange Avenue  
Sarasota, FL 34230-3258

FILED  
96 MAY 30 PM 2:39  
TALLAHASSEE, FLORIDA  
20000004772

ARTICLES OF MERGER

CLASS ENTERPRISES, INC.  
  
INTO  
  
CLASS ENTERPRISES OF SARASOTA,  
INC.

RECEIVED  
96 MAY 30 PM 12:21  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Michelle Bailey  
EXAMINER'S INITIALS:

Margaret WC

State of Florida

ARTICLES OF MERGER

merging CLASS ENTERPRISES, INC.,  
a Florida corporation,  
into CLASS ENTERPRISES OF SARASOTA, INC.,  
a Florida corporation

FILED  
96 MAY 30 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, Class Enterprises, Inc., a corporation organized under the laws of Florida (herein called "Class I"), and Class Enterprises of Sarasota, Inc., a corporation organized under the laws of Florida (herein called "Class II"), hereby execute the following Articles of Merger:

1. Class I and Class II are organized in the State of Florida.
2. The plan of merger is that on June 1, 1996, the effective date of the merger (the "Effective Date"), Class I shall be merged with and into Class II with Class II surviving such merger and assuming all of the assets, liabilities and obligations of Class I. All shares of common stock of Class I issued on the Effective Date shall be cancelled and holders of Class I stock shall be issued five (5) common shares of Class II for each share of Class I held at the time such share were cancelled.
3. Effective the Effective Date, Article I of Class II's Articles of Incorporation shall be amended to read "The name of the Corporation is Class Enterprises, Inc."
4. The date on which the board of directors of Class I adopted the plan of merger set forth in paragraph 2 above was May 15, 1996.
5. The date on which the shareholders of Class I adopted the plan of merger set forth in paragraph 2 above was May 15, 1996.
6. The shareholders of Class II were not required to adopt the plan of merger pursuant to Section 607.1103(7), Florida Statutes.
7. The date on which the board of directors of Class II adopted the plan of merger set forth in paragraph 2 above was May 15, 1996.
8. Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the board of directors of Class II at any time prior to the date of filing of Articles of Merger with the Secretary of State of the State of Florida.

Executed this 15th day of May, 1996.

CLASS ENTERPRISES, INC.,  
a Florida corporation

CLASS ENTERPRISES OF SARASOTA, INC.,  
a Florida corporation

By: 

Steven M. DeMarco, President

By: 

Steven M. DeMarco, President