

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086



**PA600003958**

FILED  
MAY 11 1996  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 945389 1429D

AUTHORIZATION :

*Patricia Pyzita*

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 1996

ORDER TIME : 3:28 PM

ORDER NO. : 945389

CUSTOMER NO: 1429D

100001313031

CUSTOMER: Mary Jo McIntyre, Legal Asst  
CUMMINGS & LOCKWOOD

P. O. Box 413032  
3001 Tamiami Trail, North  
Naples, FL 33941-3032

DOMESTIC FILING

NAME: ACUMEN, INC.

EFFECTIVE DATE:

*WK JUNE!*

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

*5/8/96*

RECEIVED  
MAY 11 1996  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ACUMEN, 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:

**ACUMEN, INC.**

**SECOND:** The street address and mailing address of the principal office is:

3001 Tamiami Trail North  
Naples, Florida 33941-3032.

**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 **TEN CENTS (\$.10)**. 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:

3001 Tamiami Trail North  
Naples, Florida 33941-3032.

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

**Lester B. Law.**

**FIFTH:** The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names of the initial directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualified, are:

**William H. Kastning**  
3121 Laurel Ridge Court  
Bonita Springs, Florida 33923-2663; and

**Marc Dufour**  
210 Seagull Lane  
Sarasota, Florida 34236.

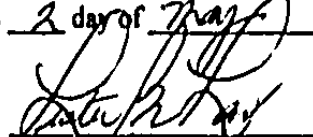
FILED  
MAY - 8 11:58  
TALLAHASSEE, FLORIDA

SIXTH: The name and address of the sole incorporator is:

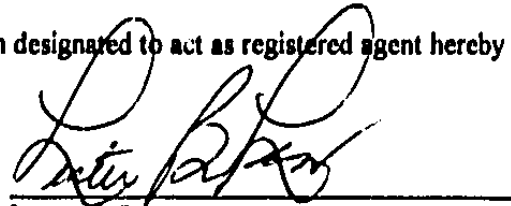
Lester B. Law  
3001 Tamiami Trail N.  
Naples, Florida 33940.

FILED  
95 MY -8 PM 1:58  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 2 day of May, 1996.

  
\_\_\_\_\_  
Lester B. Law  
Sole Incorporator

I, Lester B. Law, having been designated to act as registered agent hereby agree to act in this capacity.

  
\_\_\_\_\_  
Lester B. Law  
Initial Registered Agent

P96000039587

A Firmly Based  
Professional Corporation

CUMMINGS & LOCKWOOD

3001 Tamiami Trail North  
P.O. Box 413032  
Naples, Florida 34101  
941-262-8311  
Fax 941-263-0703  
www.cl-law.com

Bonita Springs  
Palm Beach  
Greenwich  
Hartford  
New Haven  
Stamford

April 24, 1997

DarlaJo C. Swab  
Paralegal  
941-649-3177, Fax 941-0703  
dswab@cl-law.com

FILED  
97 APR 29 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VIA CERTIFIED MAIL

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000002159120--1  
-04/29/97--01106--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Statement of Change of Registered Agent for Acumen, Inc.

Ladies/Gentlemen:

We are enclosing herewith the original Statement of Change of Registered Office or Registered Agent for Acumen, Inc., together with a check in the amount of \$35.00 for the filing fee.

Kindly file the Statement of Change at your earliest convenience and forward proof of filing to this office.

Should you have any questions, please contact the undersigned.

Sincerely yours,

DarlaJo C. Swab  
Paralegal

/ds  
enclosures  
cc: Aaron A. Farmer, Esq.

RA Chg.

VS MAY 8 1997

FILED  
97 APR 29 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Florida Department of State, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508 or 617.1608, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: Acumen, Inc.
- 1b. The mailing address of the corporation is: 3001 Tamiami Trail North, Naples, FL 33941-3032
- 1c. Date of incorporation: May 8, 1996                      Document Number: P96000039587

2. The name and address of the current registered agent and office:

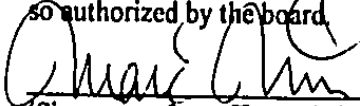
Lester B. Law  
3001 Tamiami Trail North  
Naples, Florida 33941-3032

3. The name and address of the new registered agent and office (P.O. Box not acceptable):

Joel H. Schechter  
3001 Tamiami Trail North  
Naples, Florida 34103

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
\_\_\_\_\_  
(Signature of an officer, chairman or vice chairman of the board)

MARCH 10, 1997  
(Date)

MARC DUFOUR, PRESIDENT  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
\_\_\_\_\_  
(Signature of Registered Agent)

4/24/97  
\_\_\_\_\_  
(Date)

Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314  
Filing Fee \$35.00

N1977251.DOC 02/20/97