

P00000005779

Please mail acceptance

to

APPROVED ASSOCIATES INC.  
100 EAST LINTON BOULEVARD #201A  
DELRAY BEACH FL 33483-9320

Thank you

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
JAN 10 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF  
REMD, Inc.

WE, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I.

The name of the corporation shall be:

REMD, Inc.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

To carry on the business of producing all types of items made of wood and steel etc., and to do all other matters relating to the above.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One thousand (1,000) (common) shares of one cent (.01) par value.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE V.

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 11641 N.W. 24th Street, Planation, Florida 33323, and the mailing address shall be the same.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than one (1).

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation shall be:

David Clendenning-11641 N.W.--24th Street, Planation, Florida 33323.

Michelle L. McLean-11641 N.W. 24th Street, Plantation, Florida 33323.

Richard Bennett- P.O. Box 231, Tollhouse, California 93667.

Eileen Bennett-P.O.Box 231, Tollhouse, California 93667.

The names and post office addresses of each subscriber

and the number of shares of stock which each agrees to take are:

- David Clendenning-11641 N.W. 24th Street, Plantation, Florida 33323 (25%).
- Michelle L. McLean-11641 N.W. 24th Street, Plantation, Florida 33323 (25%).
- Richard Bennett-P.O. Box 231, Tollhouse, California 93667 (25%).
- Eileen Bennett-P.O. Box 230, Tollhouse, California 93667 (25%).

ARTICLE X.

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-laws, and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

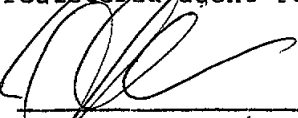
The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

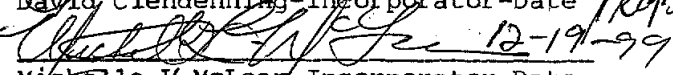
ARTICLE XI.

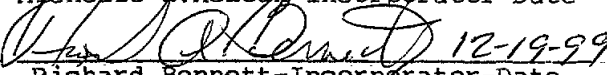
REGISTERED AGENT

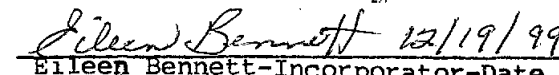
The street address of the initial registered office of this corporation is: 11641 N.W. 24th Street, Plantation, Florida 33323.

The initial registered agent is: David Clendenning  
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
 \_\_\_\_\_ David Clendenning (SEAL)  
 12-19-99 / Registered Agent  
 David Clendenning-Incorporator-Date

  
 \_\_\_\_\_ Michelle L. McLean-Incorporator-Date  
 12-19-99

  
 \_\_\_\_\_ Richard Bennett-Incorporator-Date  
 12-19-99

  
 \_\_\_\_\_ Eileen Bennett-Incorporator-Date  
 12/19/99

IN WITNESS WHEREOF, we have hereunto set our hands this

19 day of December, 1999

STATE OF FLORIDA            )  
  )SS.  
COUNTY OF                    )

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, personally appeared David Clendenning, Michelle L. McLean, Richard Bennett, and Eileen Bennett to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged before me, each for himself and not one for the other, that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida this 19 day of December, 1999.

Michelle Hanna  
NOTARY PUBLIC

My Commission Expires:

