

**900000980**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000281943 3))



H080002819433ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2008 DEC 31 PM 3:50

To:  
Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : FLORIDA FILING & SEARCH SERVICES  
Account Number : 120000000189  
Phone : (850) 216-0457  
Fax Number : (850) 216-0160

FAKED  
DEC 31 2008  
By Sp 9: 29

*Please Keep the Dec 31, 2008 File Date*

RECEIVED  
DEPARTMENT OF STATE  
09 JAN -6 PM 4:53

FLORIDA PROFIT/NON PROFIT CORPORATION

G&T MANUFACTURING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

*Jg 1/7/09*



January 5, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FLORIDA FILING & SEARCH SERVICES

SUBJECT: G&T MANUFACTURING, INC.  
REF: W09000000135

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The incorporator listed and the incorporator signature must be the same.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H08000281943  
Letter Number: 009A00000081

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2008 DEC 31 PM 3:51

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2008 DEC 31 PM 3:51

**ARTICLES OF INCORPORATION  
OF  
G&T MANUFACTURING, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be G&T Manufacturing, Inc.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of all classes which the corporation shall be authorized to issue is One Hundred (100) shares of Common Stock, \$0.01 par value per share.

**ARTICLE IV. ADDRESS**

The principal address of the corporation is 476 Southridge Industrial Drive, Tavares FL 32778-9118 and the mailing address is the same.

The street address of the initial registered office of the corporation is 2731 Executive Park Drive, Suite 4, Weston, FL 33331, and the name of the initial registered agent of the corporation at that address is NRAI SERVICES, INC.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

NOTICE FROM FLORIDA FIDELITY AND BOND COMPANY: 8502160460... H: 0 8 0 0 0 2, 8 1 9 4 3

**ARTICLE VI. DIRECTORS**

This corporation shall have six (6) directors initially. The names and addresses of the initial members of the Board of Directors are:

- Michael Mulkowski 476 Southridge Industrial Drive  
Tavares FL 32778-9118
- Hendrik J. Hartong, Jr. 8 Sound Shore Drive, Suite 265  
Greenwich, CT 06830
- Theodore J. Majewski, Jr. 476 Southridge Industrial Drive  
Tavares FL 32778-9118
- Ian B. MacTaggart 8 Sound Shore Drive, Suite 265  
Greenwich, CT 06830
- Joan Y. McCabe 8 Sound Shore Drive, Suite 265  
Greenwich, CT 06830
- Kevin Hartnett 8 Sound Shore Drive, Suite 265  
Greenwich, CT 06830

**ARTICLE VII. INDEMNIFICATION**

A. The corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of

H 0 8 0 0 0 2 8 1 9 4 3

such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Michael Malkowski  
1625 W. Crosby Rd., Ste 100  
Carrollton, Texas 75006

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

30<sup>th</sup> IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of December, 2008.

  
Michael Malkowski, Incorporator

H 0 8 0 0 0 2 8 1 9 4 3

RECEIVED FROM: FLORIDA FILING BOARD FAX NO: 8502160450 JAN 06 2009 02:46 PM  
H 0 8 0 0 0 2 8 1 9 4 3

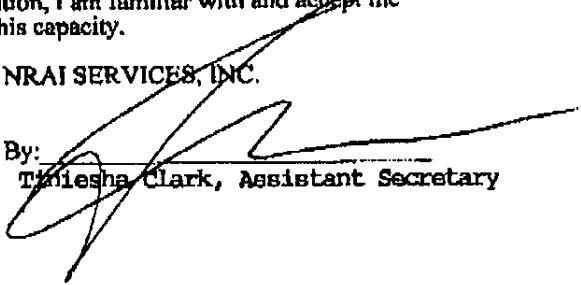
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service for the above-stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED: 12/31/08

NRAI SERVICES, INC.

By:

  
Taniesha Clark, Assistant Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2008 DEC 31 PM 3:51