

995000036260

LAW OFFICES

MCCONNAUGHAY, ROLAND, MAIDA & CHERR, P. A.

MONROE PARK TOWER • SUITE 900  
101 NORTH MONROE STREET  
P. O. DRAWER 900  
TALLAHASSEE, FLORIDA 32302-0900  
TELEPHONE: 904-522-0121  
TELECOPIER: 904-522-4350

JANA M. BLAIR  
TRACY J. BRUNTANRY  
DORIS D. CHERR  
N. STEPHEN COONROD  
MARY E. CRUICKSHANK  
MICHAEL C. CRUMPLEN  
Cecil DAVIS, JR.  
CHRISTOPHER JOHN DODD  
BRIAN R. DUFFY  
JOE G. DUNHITT  
ELIZABETH L. FEATHERS  
CLYDE W. GALLOWAY, JR.  
LAUREL A. HARRIS  
MARY K. INGLRY  
THOMAS J. MAIDA  
STEPHEN M. HANTRON

JAMES M. MCCONNAUGHAY  
AUSTIN NEAL  
ROBERT C. PALMER, III  
ROBERT D. POPE  
K. WILLIAM ROLAND  
MICHAEL J. RUDICKEL  
FRED P. SLEDZIK  
DAN VINCENT NOTU  
R. LOUIS STERN  
BARBARA MYREN STORRE  
M. KEMMERLY THOMAS  
MICHAEL J. VALER  
MARY LARRY WARRMAN  
PATRICK R. WEAVER

PLEASE REPLY TO:

Tallahassee

May 9, 1995

OF COURSE  
RODRIC O. MAUER

700001480527  
-05/09/95--01039--021  
\*\*\*122.50 \*\*\*122.50

VIA HAND DELIVERY

Department of State  
Division of Corporations  
409 E. Gainest Street  
Tallahassee, FL 32399

RE: ALYDAN Enterprises, Inc.

Dear Sir or Madam:

Enclosed is an original and (1) copy of the articles of incorporation for the above-referenced company, the certificate of designation of registered agent and a check in the amount of \$122.50 which represents your required filing fee.

Should you have any questions, please do not hesitate to contact us.

Sincerely,

*Laurel A. Harrington*  
for Thomas J. Maida

*Will wait*

TJM/lgk  
Enclosures

RECEIVED  
95 MAY -9 AM 10: 08  
DIVISION OF CORPORATIONS

FILED  
95 MAY -9 AM 10: 35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 8 1995

BSA

ARTICLES OF INCORPORATION  
OF  
ALYDAN ENTERPRISES, INC.

FILED  
95 MAY -9 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is ALYDAN Enterprises, Inc.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Stock

The aggregate number of shares of stock that this corporation is authorized to issue is

one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00).

#### ARTICLE V

##### RESTRICTIONS AGAINST VIOLATION OF S STATUS

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code. No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

#### ARTICLE VI

##### Registered Office and Registered Agent

The street address of the registered office of the corporation is 10235 Hunt Club Lane, Palm Beach Gardens, Florida 33418, and the name of its registered agent at such address is Roy G. Allem.

#### ARTICLE VII

##### Directors

The initial Board of Directors of the corporation shall consist of one director. The name and address of the person who is to serve as the initial director is Roy G. Allem, 10235 Hunt Club Lane, Palm Beach Gardens, Florida 33418.

ARTICLE VIII

Director's Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that the Director of this corporation is a party to or interested in such contracts, acts or transactions, or any way connected with such person, persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anyway be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary of controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX

Incorporator

The name and address of the incorporator is Roy G. Allem, 10235 Hunt Club Lane, Palm Beach Gardens, Florida 33418.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of MAY, 1995.

  
\_\_\_\_\_  
Roy G. Allem, President & Secretary/Treasurer

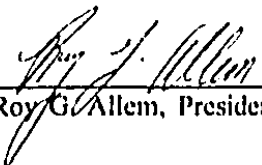
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ALYDAN Enterprises, Inc.
2. The name and address of the registered agent and office is:

Roy G. Allem  
10235 Hunt Club Lane  
Palm Beach Gardens, FL 33418

*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.*

 3/31/95  
\_\_\_\_\_  
Roy G. Allem, President and Secretary/Treasurer

**FILED**  
95 MAY -9 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA