P98000073584

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 933661 2814B

AUTHORIZATION :

COST LIMIT : $ 122.50 Patricia Pizzuto

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ORDER DATE : August 19, 1998

ORDER TIME : 4:12 PM

ORDER NO. : 933661-005

CUSTOMER NO: 2814B

500002620575--2

CUSTOMER: Ms. Linda A. Hill
THALER & THALER

Suite 212
1300 North Federal Highway
Boca Raton, FL 33432

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DOMESTIC FILING

NAME: CERAMIX, CORP

EFFECTIVE DATE:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 AM 8:56

XX 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

RECEIVED
98 AUG 20 AM 9:37
DIVISION OF CORPORATIONS

CONTACT PERSON: Howard Coleman
2057-611
W98-19089

EXAMINER'S INITIALS: 8/24/98

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT
Please give original submission date as file date.

RESUBMIT
give original date as file date.

August 20, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CERAMIX, CORP.
Ref. Number: W98000019089

We have received your document for CERAMIX, CORP. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00043389

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 AM 8:56

RECEIVED
98 AUG 21 PM 4:13
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 AM 8:56

# ARTICLES OF INCORPORATION
# OF
# CERAMIX, CORP.

The undersigned, desiring to form a corporation for the purpose hereinafter stated, under and pursuant to the laws of the State of Florida, does hereby declare as follows:

## ARTICLE I
## NAME

The name of the corporation shall be **CERAMIX, CORP.**

## ARTICLE II
## BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

## ARTICLE III
## STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Million (1,000,000) shares of common stock, and shall be $.01 par value per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

**ARTICLE IV**
**PRE-EMPTIVE RIGHTS GRANTED**

Each shareholder shall have pre-emptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE V**
**TERMS OF EXISTENCE**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE VI**
**PRINCIPAL OFFICE**

The principal office or place of business of the corporation shall be located at 7922 Villa Nova Drive N, Boca Raton, FL 33433, with privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE VII**
**REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Agent of this corporation shall be Warren Herbstman, a resident of Florida, and the Registered Office of the corporation shall be 7922 Villa Nova Drive N, Boca Raton, FL 33433.

**ARTICLE VIII**
**BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a board of not less than one (1) and not more than three (3) directors.

**ARTICLE IX**
**INITIAL DIRECTORS**

The name and address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

| NAME | ADDRESS |
|---|---|
| Warren Herbstman | 7922 Villa Nova Drive N<br>Boca Raton, FL 33433 |

**ARTICLE X**
**MANAGEMENT**

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

**ARTICLE XI**
**TRANSACTIONS WITH RELATED PARTIES**

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested directors; or

B. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors as a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## ARTICLE XII
## INCORPORATOR

The name and address of the incorporator is Warren Herbstman, 7922 Villa Nova Drive N., Boca Raton, FL 33433

## ARTICLE XIII
## COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on the date of filing of the Articles of Incorporation.

## ARTICLE XIV
## INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation, this 14th day of August, 1998.

I hereby accept and am familiar with the duties of being Registered Agent.

Warren Herbstman
**Warren Herbstman**
Incorporator /Registered Agent
7922 Villa Nova Drive N
Boca Raton, FL 33433

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 AM 8:56

STATE OF FLORIDA )
) ss:
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 14th day of August, 1998, by **WARREN HERBSTMAN.**

[SEAL]

LINDA A. HILL
MY COMMISSION # CC 665281
EXPIRES: July 21, 2001
Bonded Thru Notary Public Underwriters

Linda A. Hill
Notary Public, State of Florida
Print name: **LINDA A. HILL**

☑ Personally known or ☐ produced identification
Type of Identification Produced: