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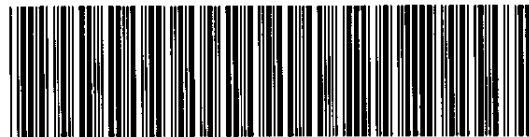
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 988368 7193709

AUTHORIZATION

COST LIMIT : \$ 113.75

ORDER DATE : November 21, 2011

ORDER TIME : 3:22 PM

ORDER NO. : 988368-005

CUSTOMER NO: 7193709

\*\*\*\*\*CONVERSION\*\*\*\*\*

NAME: GROUP III INTERNATIONAL, LTD.

EFFECTIVE DATE:

XXX\_\_ CERTIFICATE OF DOMESTICATION  
XXX\_\_ ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX\_\_ CERTIFIED COPY RECITING CONVERSION  
XX\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER'S INITIALS: \_\_\_\_\_

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### CERTIFICATE OF DOMESTICATION

The undersigned, David Gershman, General Counsel and Secretary of Group III International Ltd., a foreign corporation (the "Corporation"), in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was May 22, 1984.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was New York.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Group III International Ltd.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this Certificate of Domestication is Group III International, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New York.
6. Attached hereto are Articles of Incorporation of Group III International, Inc. to complete the domestication requirements pursuant to s. 607.1801.

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I am David Gershman of Group III International Ltd. and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 21<sup>st</sup> day of NOVEMBER, 2011.

GROUP III INTERNATIONAL LTD.

By: David Gershman  
David Gershman, General Counsel and  
Secretary

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ARTICLES OF INCORPORATION  
OF  
GROUP III INTERNATIONAL, INC.

ARTICLE I

Name

The name of the Corporation is Group III International, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 2981 W. McNab Road, Pompano Beach, Florida 33069.

ARTICLE III

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended.

ARTICLE IV

Registered Agent and Office

The address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent at such office is Corporation Service Company.

ARTICLE V

Capital Stock

The Corporation shall have authority to issue a total of two hundred (200) shares of common stock, no par value.

ARTICLE VI

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the state of Florida or with these Articles of Incorporation. The shareholders of the

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Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

## **ARTICLE VII**

### **Keeping of Books**

The books of the Corporation may be kept at such place within or without the state of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

## **ARTICLE VIII**

### **Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

## **ARTICLE IX**

### **Incorporator**

The name of the Incorporator is David Gershman and the address of the Incorporator is 550 S. Dixie Highway, Suite 300, Coral Gables, Florida 33146.

## **ARTICLE X**

### **Indemnification**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any director, or any former director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE XI

### Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the state of Florida has signed these Articles of Incorporation this 21<sup>st</sup> day of November, 2011, and affirms that the statements made herein are true under the penalties of perjury.

David Gershman  
David Gershman, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Group III International, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

By: Stephanie Milnes  
Title: Asst. V.P.

Dated: 11/21, 2011

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