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TRANSMITTAL LETTER

FILED

00 JAN 14 PM 3: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: GERDES ENTERPRISES, INC.,

(Proposed corporate name - must include suffix)

900003098819--1

-01/14/00--01044--018

*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: KARL-HENRY GERDES
Name (Printed or typed)

3516 JACKSON BLVD
Address

FORT LAUDERDALE, FL 33312
City, State & Zip

(954) 746-1445
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

PH 1/24/2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATIONS
OF
GERDES ENTERPRISES, INC.,

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **GERDES ENTERPRISES, INC.,**
(hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3516 Jackson Blvd, Fort Lauderdale, Florida 33312-3442 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this corporation is :

Karl-Henry Gerdes
3516 Jackson Blvd.
Fort Lauderdale, Florida 33317

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be :

President : Karl-Henry Gerdes
Secretary : Patricia W. Gerdes
Treasurer : Patricia W. Gerdes

whose address shall be the same as the principal office of the corporation.

ARTICLE 6 - DIRECTOR(S)

The Directors of the Corporation shall be :

Karl-Henry Gerdes
Patricia W. Gerdes

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The Maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND FIVE HUNDRED (10,500)** shares of common stocks, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertibles securities of any nature ; provided, however, that the board of director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the corporation may authorize the issuance from time to time of shares of its stock of any class , whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation. However, such issuance may not compromise the " S " Status.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unused stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation will elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation will elect and shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by the Corporation shall contain the following legend :

" The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS'RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation will be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out it's business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation ; the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereto.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 3516 Jackson Boulevard, Fort Lauderdale, Florida 33312-3442. The name and address of the registered agent of this Corporation is Karl-Henry Gerdes, 3516 Jackson Boulevard, Fort Lauderdale, Florida 33312-3442.

ARTICLE 14 – BYLAWS

The Board of Director(s) of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 16 – EFFECTIVE DATE

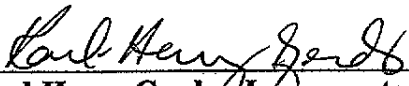
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the
State of Florida, this 01-10-2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

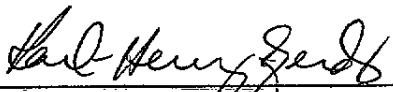

Karl-Henry Gerdes, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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.

01-10-2000

Date


Karl-Henry Gerdes, Registered Agent