

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.  
feiermeier, Inc.

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ARTICLES OF INCORPORATION  
OF  
**FEIERMEIER, INC.**  
A Florida Corporation

(Pursuant to Chapter 607 and 621, Florida Statutes)

The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Florida and adopt the following articles of incorporation.

ARTICLE ONE

NAME

The name of the corporation is **FEIERMEIER, INC.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

215 Mountain Drive, Suite 109  
Destin, Florida 32541

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business purchase and sale of inflatable goods.

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- 2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the shareholders of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
- 3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE**

**CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100 shares, with a par value of \$1.00 per share, and may change upon the vote of not less than 2/3 vote of the outstanding shares. Such shares shall be of a single class of common stock.

**ARTICLE SIX**

**MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

This is a closely held corporation with the intent to be a shareholder run business, therefore the Shareholders shall run this company in place of an elected board of directors. The initial officers of this corporation are as follows:

<u>Name:</u>	<u>Address:</u>
Bernhard Roeger (50% Shareholder)	215 Mountain Drive, Suite 109, Destin, FL 32541
Thomas Wegner (50% Shareholder)	4340 Sunset Beach Circle, Niceville, FL 32578

**ARTICLE SEVEN**

**POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS**

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders.

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**ARTICLE EIGHT**

**PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

**ARTICLE NINE**

**ACTION BY WRITTEN CONSENT**

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

**ARTICLE TEN**

**INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation are:

Bernhard Roeger of 215 Mountain Drive, Suite 109, Destin, FL 32541

**ARTICLE ELEVEN**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial office and registered agent of this corporation is as follows:

Welton & Williamson, P.A.  
1078 Ferdon Boulevard, South, Suite B  
Crestview, FL 32536

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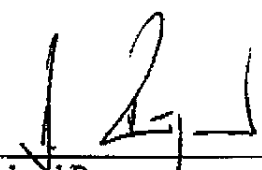
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ARTICLE TWELVE

AMENDMENTS


The Shareholders shall have the power to alter, amend, or repeal provisions of these articles.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation,  
this 13 day of Feb., 2000.

  
\_\_\_\_\_  
Bernhard Roeger

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*

  
\_\_\_\_\_  
Wayne Williamson, Esquire  
Welton & Williamson, P.A.