

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P000000056914**

Churchill Laboratories, Inc.

100003286521--2  
-06/13/00--01028--010  
\*\*\*\*\*157.50 \*\*\*\*\*78.75

- Art of Inc. File cert
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED  
JUN 13 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
JUN 13 AM 10:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: WE  
Name Date Time  
6/13/00 9:59

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

T. Burch JUN 13 2000

**ARTICLES OF INCORPORATION  
OF  
CHURCHILL LABORATORIES, INC.**

FILED  
00 JUN 13 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE 1 – NAME**

The name of this corporation is CHURCHILL LABORATORIES, INC.

**ARTICLE II – PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III – CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designed as "Common Shares". All of said stock shall be payable in cash, property (real or personnel) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV – VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposed shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLES V – TERM**

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

## **ARTICLE VI – PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VII – INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 20083 West Key Drive, Boca Raton, Palm Beach County, Florida 33498 and the name of the initial registered agent of this corporation is Harvey Zitron, whose address is 20083 West Key Drive, Boca Raton, Palm Beach County, Florida 33498.

## **ARTICLE VIII – INITIAL BOARD OF DIRECTORS**

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall be majority vote, determine that the corporation is managed by the shareholders. The name and address of the initial director of this corporation is Harvey Zitron, 20083 West Key Drive, Boca Raton, Palm Beach County, Florida 33498.

## **ARTICLE IX – INCORPORATOR**

The name and address of the person signing these Articles is: Harvey Zitron, 20083 West Key Drive, Boca Raton, Palm Beach County, Florida 33498.

## **ARTICLE X – INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted,

**ARTICLE XI – CORPORATE QUORUM**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof, and any director of this corporation who is also a director or and officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

**ARTICLE XII – PROPERTY**

The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of June, 2000

Subscribe



STATE OF FLORIDA            )  
  )  
COUNTY OF PALM BEACH    )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Harvey Zitron, who is personally known to

me or who produced a Florida Drivers License as identification and who did not take an oath, have executed the foregoing Article of Incorporation..

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9 day of June, 2000.

Notary Public, State of Florida

*Patricia D. Gregg*

My Commission Expires:



Patricia D. Gregg  
MY COMMISSION # CC810056 EXPIRES  
February 17, 2003  
BOMBER THRU TEST PAIR INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

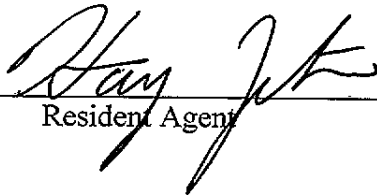
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First – The Churchill Laboratories, Inc. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Article of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida has named Harvey Zitron, 20083 West Key Drive, City of Boca Raton, County of Palm Beach, State of Florida 33498, as its agent to accept services of process with the state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

  
Resident Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUN 13 PM 1:21

FILED