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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WILLIAM L. GAUTIER  
JEROME J. KAVULICH

WILLIAM (BILL) L. GAUTIER, JR.

July 20, 2000

**Via Federal Express**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Serge-Schnebly Co.**

600003331956--1  
-07/21/00--01092--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Serge-Schnebly Co. Our firm check in the amount of \$87.50 is enclosed, representing the following:

Filing Fee	\$35.00
Designation of Resident Agent	\$35.00
Certified Copy	8.75
Certificate of Good Standing	<u>8.75</u>
Total	\$87.50

If there should be any questions, please contact the undersigned.

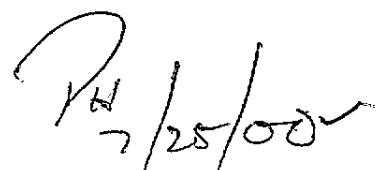
Very truly yours,

  
JEROME J. KAVULICH

JJK/tjd

Enclosures

cc: Peter B. Schnebly  
Denisse S. Serge

  
7/25/00

ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I. NAME

The name of this corporation is Serge-Schnebly Co.

II. DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall begin on the date the articles are filed with the Department of State.

III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States of America and the laws of the State of Florida.

IV. CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue, is one thousand, (1,000).
- C. Par Value: Each share of Common Stock shall have the par value of one dollar (\$1.00).

- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgements of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights: Holders of Common Stock are entitled in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

#### V. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 700 S.W. First Street, Homestead, Florida 33030, and the name of the Registered Agent of this corporation at the aforesaid address is PETER B. SCHNEBLY, 700 S.W. First Street, Homestead, Florida 33030,

who by executing these Articles hereby states that he is familiar with and accepts the duties and responsibilities as Registered Agent.

#### VI. INITIAL BOARD OF DIRECTORS

- A. This corporation shall have two (2) directors initially.
- B. The number of directors may be either increased or diminished from time to time pursuant to the by-laws, but shall never be less than one (1).
- C. The name and address of the initial director of this corporation are:

PETER B. SCHNEBLY  
700 S.W. First Street  
Homestead, Florida 33030

DENISSE S. SERGE  
700 S.W. First Street  
Homestead, Florida 33030

#### VII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation, shall be vested in the Board of Directors.

#### VIII. INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### IX. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### X. SECTION 1244 STOCK

This corporation shall be incorporated so as to qualify for the provision of Section 1244

of the Internal Revenue Code.

XI. INCORPORATION

The name and address of the incorporators of this corporation are:

PETER B. SCHNEBLY  
DENISSE S. SERGE  
700 S.W. First Avenue  
Homestead, Florida 33030

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation on this 17 day of July, 2000.

  
\_\_\_\_\_  
INCORPORATOR AND REGISTERED AGENT,  
PETER B. SCHNEBLY

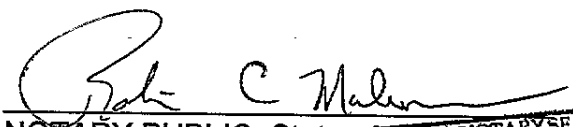
  
\_\_\_\_\_  
INCORPORATOR  
DENISSE S. SERGE

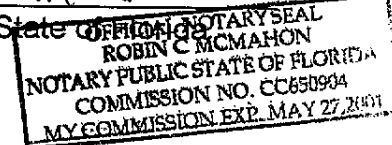
STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and  
County aforesaid, personally appeared PETER B. SCHNEBLY and DENISSE S. SERGE,  
known to me to be the persons who executed the foregoing Articles of Incorporation, and  
they acknowledged before me that they executed those Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid, this  
17<sup>th</sup> day of July, 2000.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
At Large.

  
NOTARY SEAL  
ROBIN C. MCMAHON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC650904  
MY COMMISSION EXP. MAY 27, 2001