

P00000080/06

TRANSMITTAL LETTER

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

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-08/24/00--01006--006  
\*\*\*\*137.50 \*\*\*\*137.50

SNP LABORATORIES, INC.

SUBJECT: \_\_\_\_\_  
(Proposed corporate name - must include suffix)

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

\$128.75 137.50  
DOMESTICATION XX  
Filing Fee & Certified Copy + Certificate

ADDITIONAL COPY REQUIRED

00 AUG 24 PM 2:07  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM: Patti Moeller  
Name (Printed or typed)  
1836 Sunningdale Court  
Address  
Oviedo, FL 32765  
City, State & Zip  
(407) 971-0711  
Daytime Telephone number

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

8-24

## CERTIFICATE OF DOMESTICATION

The undersigned, Patti S. Moeller, President,  
(Name) (Title)  
of SNP Enterprises, Inc.,  
(Corporation Name) a foreign Corporation,

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was January 5 ~~19~~ 2000.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Montgomery County, Maryland.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was SNP Enterprises, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is SNP LABORATORIES, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Montgomery County, Maryland

I am President, of SNP Enterprises, Inc.  
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 10th day of August ~~19~~ 2000.

Patti S. Moeller  
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

INHS53 (9/98)

FILED  
00 AUG 24 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**  
60 AUG 24 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
SNP LABORATORIES, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is SNP Laboratories, Inc.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1836 Sunningdale Court  
Oviedo, FL 32765

**ARTICLE III  
SHARES**

The total number of shares that the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Patti Moeller  
SNP Laboratories, Inc.  
1836 Sunningdale Court  
U.S.A County  
Oviedo, FL 32765

## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Patti Moeller  
1836 Sunningdale Court  
Oviedo, FL 32765

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 1 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

*Corporate Seal.* The corporation shall have no corporate seal.

*Execution of Written Instruments.* All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Patti Moeller 41 DE M4W.677.60.541.0 KZ1.06  
1836 Sunningdale Court  
Patti Moeller, Incorporator  
Oviedo, FL 32765

State of Florida, County of Seminole:

Subscribed and sworn to (or affirmed) before me this 18th day of August, 2003

Patricia Jakubisin  
Notary Public



Patricia Jakubisin  
My Commission CC893282  
Expires December 07, 2003

I hereby accept the appointment as Registered Agent and agree to act in this capacity.

Patti Moeller 8/10/03  
Signature/Registered Agent Date

Patti Moeller 8/10/03  
Signature/Incorporator Date

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA