

LAW OFFICES OF  
*Howard W. Mazloff, P.A.*

DADELAND TOWERS  
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MIAMI, FLORIDA 33156  
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May 11, 2001

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-05/14/01--01112--004  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

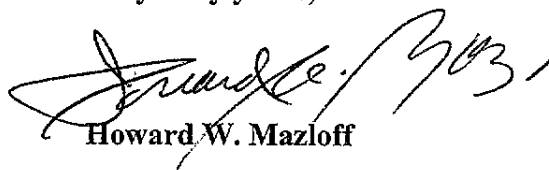
Re: Escalon, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of Articles of Incorporation and Registered Agent Designation for the above-referenced corporation. Also enclosed is a check in the sum of \$78.50 as and for the filing fee, fee for a certified copy and the fee for the Registered Agent Designation. I have enclosed a self-addressed stamped envelope for your use in forwarding the certified copy of the Articles of Incorporation to us.

Please do not hesitate to contact this office should you have any questions with regard to the foregoing.

Very truly yours,

  
Howard W. Mazloff

FILED  
01 MAY 14 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ESCALON, INC.**

**FILED**  
**01 MAY 14 AM 11:29**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:**

**ARTICLE I**

**Name of Corporation**

**The name of the corporation is Escalon, Inc..**

**ARTICLE II**

**Term of Existence**

**The duration of this corporation is perpetual. The effective date of this corporation is upon filing of the Articles.**

**ARTICLE III**

**Purpose**

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

**ARTICLE IV**

**Stock**

**The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common voting stock at \$.01 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital**

of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

#### **ARTICLE V**

##### **Amendment**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders' meeting called for that purpose.

#### **ARTICLE VI**

##### **Shareholder Rights**

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

## **ARTICLE VII**

### **Initial Registered Office and Registered Agent**

The street address of this corporation's initial registered office is 9200 South Dadeland Boulevard, Suite 420, Miami, Florida, 33156 and the name of the initial Registered Agent at that address is Howard W. Mazloff.

## **ARTICLE VIII**

### **Directors**

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of shareholders, or until their successors are elected and qualify, is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Rafael Escalon	9200 South Dadeland Boulevard Suite 420 Miami, FL 33156

## **ARTICLE IX**

### **Incorporators**

The name and address of the individual signing these Articles of Incorporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Howard W. Mazloff	9200 South Dadeland Boulevard Suite 420 Miami, Florida 33156

**ARTICLE X**

**Principal Office**

The principal office of the corporation shall be 9200 South Dadeland Boulevard, Suite 420, Miami, Florida, 33156.

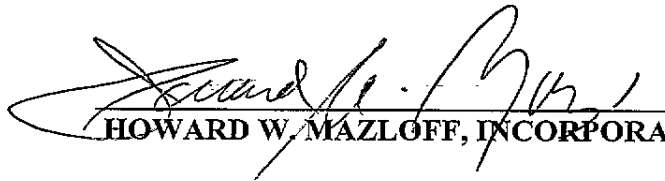
**ARTICLE XI**

**Miscellaneous**

1. The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

2. No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer of such other corporation.

DATED this 11 day of May, 2001.

  
\_\_\_\_\_  
HOWARD W. MAZLOFF, INCORPORATOR

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

**FILED**  
**01 MAY 14 AM 11:29**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The following is submitted pursuant to Section 48.091(1) and 607.034, Florida Statutes:

ESCALON, INC., desiring to organize under the laws of the State of Florida, being in the County of Dade, its registered office being at 9200 South Dadeland Boulevard, Suite 420, Miami, Florida, 33156, has named Howard W. Mazloff at the same address, as its initial registered agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the initial registered office of the Corporation in this state, I hereby accept to act in this capacity.

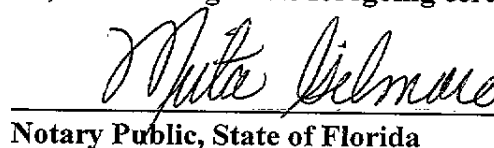
DATED this 11 day of May, 2001.

  
Howard W. Mazloff

**STATE OF FLORIDA  
COUNTY OF DADE**

BEFORE ME, the undersigned authority, personally appeared, HOWARD W. MAZLOFF, who after first being duly sworn, acknowledged the foregoing certificate before me this 11th day of May, 2001.

(SEAL)

  
Notary Public, State of Florida

My Commission Expires:

