

TRANSMITTAL LETTER

P 02000084132

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

600006879746--7  
08/02/02--01058--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Amaris, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of Status  
ADDITIONAL COPY REQUIRED

FROM: Carol Romine  
Name (Printed or typed)

3705 Ocean Drive  
Address

Vero Beach, FL 32963  
City, State & Zip

772-234-0228  
Daytime Telephone number

FILED  
2002 AUG -2 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

8/5/02

ARTICLES OF INCORPORATION

OF  
AMARIS, INC.

EFFECTIVE DATE

8/4/02

FILED

2002 AUG -2 AM 10:48

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
CORPORATE NAME

The name of this Corporation is Amaris, Inc. located at 3705 Ocean Drive, Vero Beach, Florida 32963.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

This principal place of business and mailing address of this Corporation is:

Amaris, Inc.  
3705 Ocean Drive  
Vero Beach, Florida 32963

ARTICLE III  
EFFECTIVE DATE

The effective date of this corporation shall be August 4, 2002.

ARTICLE IV  
PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE V  
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

Carol Romine  
3705 Ocean Drive  
Vero Beach, Florida 32963

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3705 Ocean Drive, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is Carol Romine.

ARTICLE VIII  
INCORPORATOR

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

Carol Romine  
3705 Ocean Drive  
Vero Beach, Florida 32963

ARTICLE IX  
VOTING RIGHTS

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

ARTICLE X  
DURATION

This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE XI  
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors and the shareholders.

ARTICLE XII  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII  
COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIV  
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employer or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XV  
AMENDMENT

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.

ARTICLE XVI  
I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 4<sup>th</sup> day of August, 2002.

Carol Romine  
Carol Romine

CERTIFICATE OF 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, that Amaris, Inc., desiring to organize under the laws of the State of Florida, with its  
principle office, as indicated in the articles of incorporation at Vero Beach, County of Indian  
River, State of Florida, has named Carol Romine located at 3705 Ocean Drive, Vero Beach,  
Florida 32963, as its 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 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: Carol Romine  
Carol Romine  
(Registered Agent)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA