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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Sandhale, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**SANDHALE, INC.**

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STATE  
TALLAHASSEE FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name**

The name of this corporation shall be SANDHALE, INC.

**ARTICLE II**

**Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III**

**Capital Stock**

**A.** The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares, consisting of 100 shares of Class A Stock of the par value of \$0.01 per share, and 9,900 shares of Class B Stock of the par value of \$0.01 per share.

**B.** The relative rights, privileges, and limitations of the Class A Stock and Class B Stock shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Stock and, except as otherwise required by law, the holders of the Class B Stock shall not have any voting power or be entitled to receive any notice of meetings of shareholders. Distribution of either Class A Stock or Class B Stock may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

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#### **ARTICLE IV**

##### **Principal Office and Mailing Address**

The Principal Office and the Mailing Address of this corporation is:

5200 North Flagler Drive, Apartment 1501  
West Palm Beach, Florida 33407

#### **ARTICLE V**

##### **Registered Agent/Registered Office**

The initial Registered Agent of this corporation is DAVID E. BOWERS. ESQ., located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

#### **ARTICLE VI**

##### **Initial Board of Directors**

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

EDWARD SANDALL  
5200 North Flagler Drive, Apartment 1501  
West Palm Beach, Florida 33407

MARIE HALE  
5200 North Flagler Drive, Apartment 1501  
West Palm Beach, Florida 33407

#### **ARTICLE VII**

##### **Special Provisions**

The following special provisions shall govern this corporation:

A. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

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**B.** No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

**C.** No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

## **ARTICLE VIII**

### **Incorporator**

The name and address of the incorporator is:

DAVID E. BOWERS, ESQ.  
505 South Flagler Drive, Suite 1100  
West Palm Beach, FL 33401

## **ARTICLE IX**

### **Amendment**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

## **ARTICLE X**

### **Commencement**

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF the undersigned Incorporator has executed these  
Articles of Incorporation this 15<sup>th</sup> day of January, 2003.



DAVID E. BOWERS, ESQ., Incorporator

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**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:

That SANDHALE, INC., desiring to organize under the laws of the State of Florida, has named DAVID E. BOWERS, ESQ., located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its 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 place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



DAVID E. BOWERS, ESQ., Registered Agent

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