

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

NDF Enterprises Winter Garden, Inc.

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NDF ENTERPRISES WINTER GARDEN, INC.

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME OF THE CORPORATION

The name of this Corporation shall be **NDF Enterprises Winter Garden, Inc.**

ARTICLE II
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue Ten Thousand (10,000) shares of Capital Stock.

Issue: One Hundred (100) shares of the Capital Non-Voting Stock of the Corporation shall be issued for adequate consideration in the following manner:

100 Shares to Nathan S. Flashman

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Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation, or in such other manner agreed to by the Shareholders.

Classes of Stock: The shares of the Corporation may be divided into classes.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address in Florida of the initial registered office of the Corporation is 13750 West Colonial Drive, Suite 350, Winter Garden, Florida 34787, and the name of the initial registered agent at said address is **Nathan S. Flashman**.

ARTICLE VI
PRINCIPAL OFFICE

The Principal Office of the corporation shall be 13750 West Colonial Drive, Suite 350, Winter Garden, Florida 34787.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The Director need not be a resident of the State of Florida or a Shareholder of the Corporation. Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Director shall constitute an act of the Board of Directors.

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The name and address of the person who shall serve as Director until the first annual meeting of Shareholders, or until his successor shall have been elected and qualified, is as follows:

Name	Address
Nathan S. Flashman	5614 Compton Lane Eldersburg, MD 21784

ARTICLE VIII
INCORPORATORS

The name and address of the initial incorporator is as follows:

Nathan S. Flashman
5614 Compton Lane
Eldersburg, MD 21784

ARTICLE IX
PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

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IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Celebration, Osceola County, Florida on this 23rd day of September, 2003.

Nathan S. Flashman
NATHAN S. FLASHMAN, President
Incorporator

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 23rd day of September, 2003 by Nathan S. Flashman, who is ☒ personally known to me or who produced his State of Maryland Driver's License No. _____, as identification and who did not take an oath.

Mel Pearlman
Notary Public
State of Florida
My Commission Expires:

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MEL PEARLMAN
MY COMMISSION # DO 143364
EXPIRES: September 12, 2006
Bonded Thru Budget Notary Services

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

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STATE
FLORIDA

In compliance with Fla.Stat.Sec. 48.091, the following is submitted:

NDF Enterprises Winter Garden, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 13750 West Colonial Drive, Suite 350, Winter Garden, Florida 34787, has named **Nathan S. Flashman**, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 23rd day of September, 2003.


Nathan S. Flashman, Resident Agent