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LAW OFFICES

## SCHMIDT, PHETERSON & BLEAU

400 SOUTH DIXTE HIGHWAY

THE ARBOR - SUITE 420

BOCA RATON, FLORTDA 33432-6024

PETER H. SCHMIDT

1. JEFFREY PHETERSON
DENISE J. BLEAU
DANIEL C. HARRIS
THOMAS S. DONNELLY

October 10, 2003

TELEPHONE (561) 394-2700 BROWARD (954) 428-0433 TELECOPIER (561) 394-6775

Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: NIEMEYER INDUSTRIAL GROUP, INC.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for NIEMEYER INDUSTRIAL GROUP, INC. Please file the Articles of Incorporation and return ONE (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a \$122.50 check, payable to the Florida Department of State, for payment of the filing fees, as follows:

Articles of Incorporation \$35.00

Designation of and Acceptance by
Registered Agent 35.00

Certified Copy of Articles of 52.50

TOTAL \$122.50

Thank you for your assistance in this matter.

Very truly yours,

Peter H. Schmidt

PHS/kas Enclosures ARTICLES OF INCORPORATION

NIEMEYER INDUSTRIAL GROUP, INC.

## ARTICLE I

OF

The name of the corporation is NIEMEYER INDUSTRIAL GROUP, INC.

## ARTICLE II PURPOSE

The corporation is organized for the purpose of conducting, carrying on, and transacting, any and all lawful activity, and/or business, permitted under the laws of the United States of America, and the State of Florida.

### ARTICLE III CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is ONE THOUSAND (\$1,000.00) shares of common stock, which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

A. At all meetings of the shareholders the common shareholders shall be entitled to cast ONE (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon; and

B. Except otherwise as 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 issued and outstanding common stock of the corporation.

## ARTICLE IV TERM OF EXISTENCE

This corporation shall have perpetual existence.

## ARTICLE V PRINCIPAL OFFICE

The address of the initial principal office of the corporation in the State of Florida is 4295 Northwest 1st Avenue, Boca Raton, Florida 33431. The Board of Directors, from time to time, may change the street address, and the post office address, of the corporation as well as the location of the principal office of the corporation.

#### ARTICLE VI REGISTERED AGENT

The name of the initial registered agent of the corporation is PETER H. SCHMIDT, and the address of the initial registered agent of the corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432-6024.

## ARTICLE VII BOARD OF DIRECTORS

This corporation shall have ONE (1) Director initially. The number of Directors either may be increased, or decreased, from time to time, by the Bylaws, but never shall be less than ONE (1). The name and address of the initial Director of the corporation is:

NAME

- ADDRESS

GLEN S. GRIMES

4295 Northwest 1<sup>st</sup> Avenue Boca Raton, Florida 33431

## ARTICLE VIII AMENDMENT

The corporation reserves the right to amend, or to repeal, any provisions as set forth in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

# ARTICLE IX INDEMNIFICATION

The corporation may indemnify, and hold harmless, its officers, directors, employees, agents, or other persons, including, but not limited to, its former officers, directors, employees, agents, or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

# ARTICLE X INCORPORATOR

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

Peter H. Schmidt
400 South Dixie Highway
Suite 420
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned Incorporator has executed	
these Articles of Incorporation this 10 <sup>th</sup> day of October, 2003.  PETER H. SCHMIDT, Incorporator	
STATE OF FLORIDA )	
COUNTY OF PALM BEACH)	
The foregoing instrument was acknowledged before me on this 10th day of October, 2003, by PETER H. SCHMIDT, who personally appeared before me, who did not take an oath, and who:	
(Notary must check applicable box)	
☑ is personally known to me;	Π
produced current Florida driver's license as identification; or	
produced as identification	<i>ر</i>
Name: KATHY A. SUSKO Notary Public,	
State of Florida at Large	
My Commission Expires:	

#### ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place hereinabove set forth, the undersigned hereby accepts such designation and agrees to serve and to act as the initial registered agent for the corporation, and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping the office of the registered agent open.

PETER H. SCHMIDT

KATHY A. \$USKO My Comm Exp. 11/6/05 No. DD 070609 El Personally Known [] Other LD.