

PA3000158297

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

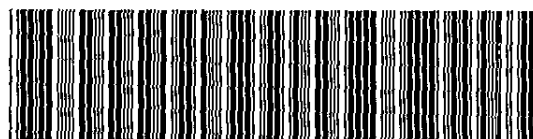
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03 DEC 30 PM 12:03

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 DEC 30 AM 11:57

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

F02-1395

CT CORPORATION

December 30, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 6007893 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Schiller America, Inc. (FL)
Misc - Domestic Corporate Filing - Certificate of Domestication
Florida

Schiller America, Inc. (CA)
Incorporation
Florida

+ Certificate
copy
as filed on
Domestication
form

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222-1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

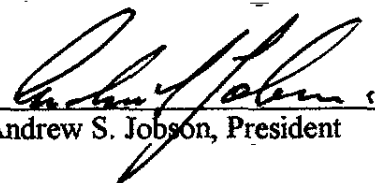
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CERTIFICATE OF DOMESTICATION

The undersigned, Andrew S. Jobson, President of Schiller America, Inc., a foreign corporation, in accordance with F.S., 607.1801 does hereby certify:

1. The date on which the Corporation was first formed was December 29, 1988.
2. The jurisdiction where the above named Corporation was first formed, incorporated, or otherwise came into being was California.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Schiller America, Inc.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this Certificate is Schiller America, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was 11300 N.W. 41st Street, Miami, Florida 33178.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am the President of Schiller America, Inc. and I am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 18th day of December, 2003.


Andrew S. Jobson, President

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION
OF
SCHILLER AMERICA, INC.**

03 DEC 30 PM 3:03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is SCHILLER AMERICA, INC., and its principal place of business and mailing address is 11300 N.W. 41st Street, Miami, Florida 33178.

ARTICLE II

Existence of Corporation

This corporation's existence shall be deemed to have commenced on December 20, 1988, the date the corporation commenced its existence in the jurisdiction it was first formed, and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 1407 E. Robinson Street Orlando, Florida 32801, and the name of the corporation's registered agent is H. David Luff. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII **Indemnification**

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII **Incorporator**

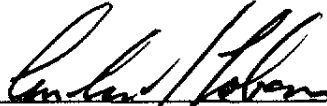
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Andrew S. Jobson	11300 N.W. 41 st Street Miami, FL 33178

ARTICLE IX
Amendment of Articles of Incorporation

The 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 statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Andrew S. Johnson, Incorporator

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in Article VI of these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



H. David Luff, Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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