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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: N.D.P., 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status  
**ADDITIONAL COPY REQUIRED**

FROM: NICHOLAS D. PELFREY  
Name (Printed or typed)

10908 WELSH TERRACE COURT  
Address

TAMPA, FL 33626  
City, State & Zip

(813) 404-4121  
Daytime Telephone number

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**N.D.P., Inc**

The undersigned incorporators, for the purpose of forming a corporation under the  
Florida General Corporation Act, hereby adopt the following

**Articles of Incorporation**

*In compliance with Chapter 607 and / or Chapter 621, F.S. (Profit)*

**ARTICLE I: NAME**

The name of the corporation shall be:

**N.D.P., Inc**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is:

**10908 Welsh Terrace Court  
Tampa, FL 33626**

**ARTICLE III: NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business  
permitted under the laws of the United States, the State of Florida, or any other state,  
country, territory or nation.

**ARTICLE IV: CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is  
authorized to have outstanding at any one time is **One Thousand** (1,000) shares of  
common stock with **NO** par value per share.

**ARTICLE V: EFFECTIVE DATE & TERM OF EXISTENCE**

Commencing as of the effective date of **March 1, 2004**, the corporation is to exist  
perpetually as provided by Florida State Statute 607.0203,

**ARTICLE VI: INITIAL SHAREHOLDERS, OFFICERS AND DIRECTORS**

The names and street addresses of the initial officer(s) and director(s) who shall hold office during the first year of the corporation's existence or until their successors are elected, and their specific title(s) are:

**Nicholas D. Pelfrey  
10908 Welsh Terrace Court  
Tampa, FL 33626  
President, Director**

**ARTICLE VII: INCORPORATORS**

The name(s) and address(es) of the Incorporator(s) to these **Articles of Incorporation** and each his or her initial number of shares are:

**Nicholas D. Pelfrey  
10908 Welsh Terrace Court  
Tampa, FL 33626  
1000 shares**

**ARTICLE VIII: REGISTERED AGENT**

The name and Florida street address of the Registered Agent is:

**David W. Quadrozzi  
1005 Falls Trail  
Malabar, FL 32950-6819**

**ARTICLE VIII: 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: BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI: 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 law requires such approval.

**ARTICLE XII: COMPENSATION OF OFFICERS & DIRECTORS**

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

**ARTICLE XIII: 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, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE XIV: 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 XIV: I.R.C. SECTION 1244 STOCK**

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

**ARTICLE XVI: "S" CORPORATION ELECTION**

It is the intent of the Incorporator(s) to file the appropriate "S" Corporation Internal Revenue Code Election (IRS Form 2553) at the organizational Meeting hereof.

N.D.P., Inc., 10908 Welsh Terrace Court, Tampa FL


IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on **February 23, 2004**.



Nicholas D. Pelfrey

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent  
David W. Quadrozzi

Date 2/23/2004



Signature/Incorporator  
Nicholas D. Pelfrey

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TALLAHASSEE, FLORIDA

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