

P04-000111401

(Requestor's Name)

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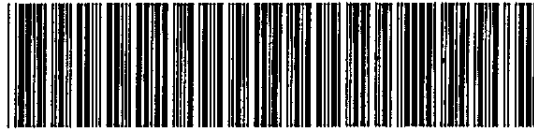
(Business Entity Name)

(Document Number)

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07/07/04 --01039--001 \*\*166.25

FILED  
04 JUL 22 PM 1:06  
TALLAHASSEE, FLORIDA  
SUGARLAND, TEXAS

7/28/04  
New Profit  
SB

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**LAW OFFICES OF  
KENNEDY & ASSOCIATES, P.L.**

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July 21, 2004

**PERSONAL AND CONFIDENTIAL  
VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
**Attn: Amendment Section**  
409 East Gaines Street (32301)  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: The Chase ScotMartin Corp.**

Dear Sir or Ma'am:

Enclosed please find the following submitted in order to accomplish the creation of The Chase ScotMartin Corp. (a Florida corporation) and the merger of The Chase ScotMartin Corp. (a New York merging corporation, currently operating in Florida as a foreign corporation) into The Chase ScotMartin Corp. (the Florida surviving corporation) EFFECTIVE OCTOBER 1, 2004:

1. Articles of Incorporation of The Chase ScotMartin Corp., a Florida corporation (one original and one copy enclosed);
2. Articles of Merger with attached Plan of Merger (one original and one copy enclosed) TO BE EFFECTIVE OCTOBER 1, 2004; and
3. Check #3337 in the amount of \$166.25, to cover the total fee for creation and merger for both corporations and certified copies of the filed documents.

Secretary of State  
July 21, 2004  
Page 2

Pursuant to Susan Payne of your Division, it is imperative that these documents remain together and the creation be filed and effective prior to the merger, which is NOT TO BE EFFECTIVE UNTIL OCTOBER 1, 2004.

As such, please process the above submitted in connection with the initial creation subsequent merger and kindly certify and return the enclosed copies to us to evidence the filing.

Thank you and please contact us with any questions.

Sincerely,

KENNEDY & ASSOCIATES, P.L.



Dana M. Santino

Cc: John Martin, President

DMS/ms  
Encl.

**ARTICLES OF INCORPORATION  
FOR  
THE CHASE SCOTMARTIN CORP.**

**FILED**  
04 JUL 22 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

1.01 The name of this corporation is THE CHASE SCOTMARTIN CORP.

**ARTICLE TWO**

2.01 The corporation is to have perpetual existence.

**ARTICLE THREE**

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

**ARTICLE FOUR**

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE FIVE**

5.01 The street address of the initial registered office of the corporation is 351 S. US Highway 1, Suite 100A, Jupiter, Florida 33477, and the name of the initial Registered Agent at that address is John R. Martin.

**ARTICLE SIX**

6.01 The name and address of the incorporator of this corporation is John R. Martin, 351 S. US Highway 1, Suite 100A, Jupiter, Florida 33477.

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name

Address

John R. Martin

351 S. US Highway 1  
Jupiter, Florida 33477

ARTICLE EIGHT

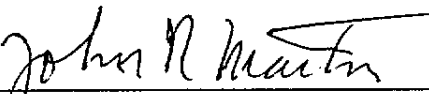
8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 2<sup>nd</sup> day of July, 2004.

By: \_\_\_\_\_



John R. Martin,  
Incorporator and Registered Agent

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:


First, that THE CHASE SCOTMARTIN CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 351 S. US Highway 1, Suite 100A, Jupiter, Florida 33477.

Second, named John R. Martin, located at 351 S. US Highway 1, Suite 100A, Jupiter, Florida 33477, as its Agent to accept service of process within Florida.

  
\_\_\_\_\_  
John R. Martin, Incorporator

Date: July 2, 2004

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 provisions of all Statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
John R. Martin, Registered Agent

Date: July 2, 2004