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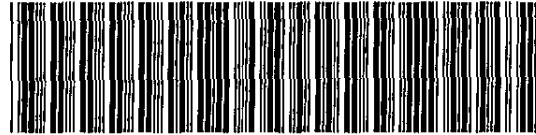
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9-13

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JULY 24, 2004

MR. ANDRZEJ MEDRZYCKI

% ANDRE INDUSTRIES OF MANATEE COUNTY, INC.

26308 - 80TH ROAD EAST

MYAKKA CITY, FLORIDA 34251

PREPARATION OF ARTICLES OF INCORPORATION, FORM S S 4, AND FORM 2553  
ELECTION BY A SMALL BUSINESS CORPORATION.

TOTAL NOW DUE

\$ 140.00

**ARTICLES OF INCORPORATION**  
**OF**  
**ANDRE INDUSTRIES OF MANATEE COUNTY, INC.**

FILED  
04 SEP 13 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, BEING OF FULL AGE, DO HEREBY SUBSCRIBE FOR THE PURPOSES OF FORMING AND ORGANIZING A CORPORATION FOR PROFIT UNDER THE CORPORATION LAWS OF THE STATE OF FLORIDA, AND HEREBY ADOPT AND DECLARE THE FOLLOWING ARTICLES OF INCORPORATION COVERING THE EXISTENCE AND ORGANIZATION OF THIS CORPORATION:

**ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE **ANDRE INDUSTRIES OF MANATEE COUNTY INC.**

**ARTICLE II**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

**ARTICLE III**

THE MAXIMUM NUMBER OF SHARES OF STOCK AUTHORIZED TO BE ISSUED BY THIS CORPORATION SHALL BE LIMITED TO ONE THOUSAND ( 1,000 ) SHARES OF COMMON STOCK OF THE PAR VALUE OF \$1.00 PER SHARE, AND EACH SHARE OF COMMON STOCK SHALL ENTITLE THE HOLDER THEREOF TO ONE VOTE AT ANY STOCKHOLDERS' MEETING AND SAID COMMON STOCK SHALL OTHERWISE FULLY PARTICIPATE IN ALL STOCKHOLDERS' MEETINGS AND IN THE ASSETS OF THE CORPORATION, AND SHALL BE FULLY PAID AND NON-ASSESSABLE. SAID SHARES SHALL BE PAID FOR IN LAWFUL MONEY OF THE UNITED STATES OF AMERICA OR IN PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE CORPORATION OR ITS BOARD OF DIRECTORS.

SUBJECT TO THE PROVISIONS OF THE CORPORATION LAWS OF THE STATE OF FLORIDA, THE DIRECTORS MAY ENTER INTO CONTRACTS WITH THE HOLDERS OF THE COMMON STOCK OF THE CORPORATION FOR THE PURCHASE OF ANY NUMBER OF SHARES OF SUCH COMMON STOCK HELD BY SUCH STOCKHOLDERS ON SUCH TERMS AND CONDITIONS AS MAY BE AGREED UPON, PROVIDED THAT NO SUCH PURCHASE OR REDEMPTION OF SUCH COMMON STOCK SHALL BE MADE IN ANY MANNER THAT WILL REDUCE THE AGGREGATE AMOUNT OF THE ASSETS OF THE CORPORATION, AT A FAIR AND JUST VALUATION, BELOW AN AMOUNT SUFFICIENT TO EQUAL THE VALUE OF ALL REMAINING OUTSTANDING STOCK OF THE CORPORATION PLUS ALL OTHER LIABILITIES OF THE CORPORATION, AND PROVIDE FURTHER THAT NO SUCH PURCHASE OF SHARES SHALL OPERATE AS A REDUCTION OF THE NUMBER OF SHARES WHICH THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING, AND THAT ALL SHARES OF STOCK SO PURCHASED SHALL BE HELD IN THE TREASURY OF THE CORPORATION SUBJECT TO REISSUE FOR A SUFFICIENT CONSIDERATION ON THE ORDER OF THE BOARD OF DIRECTORS

**ARTICLE IV**

THE CORPORATION SHALL COMMENCE CORPORATE EXISTENCE ON THE DATE OF THIS

FILING OF THESE ARTICLES WITH THE DEPARTMENT OF STATE AND THEREAFTER HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED BY LAW,

**ARTICLE V**

THE STREET ADDRESS AND MAILING ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 26308 - 80TH ROAD EAST, MYAKKA CITY, FLORIDA 34251. THE NAME OF THE INITIAL REGISTERED AGENT IS ANDRZEJ MEDRZYCKI AND THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 26308- 80TH ROAD EAST, MYAKKA CITY, FLORIDA 34251.

**ARTICLE VI**

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS. THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE

**ANDRZEJ MEDRZYCKI** 26308 - 80TH ROAD EAST, MYAKKA CITY, FLORIDA 34251  
**MELENA MEDRZYCKA** 26308 - 80TH ROAD EAST, MYAKKA CITY, FLORIDA 34251

**ARTICLE VII**

THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES ARE

**ANDRZEJ MEDRZYCKI** 26308 - 80TH ROAD EAST, MYAKKA CITY, FLORIDA 34251

**ARTICLE VIII**

THE CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK, AND ALL ISSUED STOCK SHALL BE HELD OF RECORD BY NOT MORE THAN SEVENTY - FIVE ( 75 ) PERSONS , STOCK SHALL BE ISSUED AND TRANSFERABLE ONLY TO NATURAL PERSONS WHO ARE NOT NON RESIDENT ALIENS.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 9 DAY OF September 2004.

  
\_\_\_\_\_  
ANDRZEJ MEDRZYCKI

TO: THE DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA 32314

**CERTIFICATE DESIGNATING REGISTERED AGENT**

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 THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF THE POSITION OF REGISTERED AGENT.

DATED: 9 DAY OF September, 2004

  
ANDRZEJ MEDRZYCKI, REGISTERED AGENT