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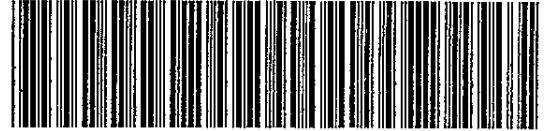
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TALLAHASSEE, FLORIDA

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W05-1830

FULCHER HAGLER LLP
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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January 6, 2005

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Cypress Farm Florida, Inc. – Articles of Incorporation and Articles of Merger
Our File No. 4852/1

Dear Sir or Madam:

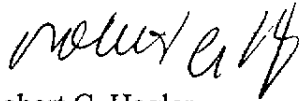
I am enclosing the following:

1. An original and one copy of the Articles of Incorporation of Cypress Farm Florida, Inc.
2. An original and one copy of the Articles of Merger of Cypress Farm Florida, Inc., a Florida corporation and Cypress Farm, Inc., a Georgia corporation. The Georgia corporation is being merged into the Florida corporation to be formed.
3. A check in the amount of \$78.75, payable to the Department of State representing the filing fee and a certified copy of the Articles of Incorporation.
4. Our check in the amount of \$43.75 representing the filing fee and a certified copy of the Articles of Merger.

Please return the certified copies of the Articles of Incorporation and the Articles of Merger to the undersigned. Thank you.

Florida Department of State
January 6, 2005
Page 2 of 2

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert C. Hagler", with a stylized flourish at the end.

Robert C. Hagler
For the Firm

RCH:lmh

cc: Mr. Volker Mehnert
Mr. Eddie H. List
Mr. George Beuttell



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 12, 2005

FULCHER HAGLER LLP
PO BOX 1477
AUGUSTA, GA 30903-1477

SUBJECT: CYPRESS FARM FLORIDA, INC.
Ref. Number: W05000001830

We have received your document for CYPRESS FARM FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 005A00002369

**ARTICLES OF INCORPORATION
OF
CYPRESS FARM FLORIDA, INC.**

FILED
05 JAN 10 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation shall be "CYPRESS FARM FLORIDA, INC."

II.

The mailing address and principal place of business of the corporation is 1850 43rd Avenue, Suite C-11, Vero Beach, Florida 32960.

III.

The purpose for which the corporation is organized is any lawful purpose.

IV.

The corporation shall be authorized to issue Four Million (4,000,000) shares of capital stock which shall be divided into classes as follows:

- (a) Two Million (2,000,000) shares of common stock, One Dollar (\$1.00) par value, designated "Common Stock;"
- (b) Two Million (2,000,000) shares of preferred stock, One Dollar (\$1.00) par value, designated "Preferred Stock."

The relative rights, privileges and limitations of the Common Stock and the Preferred Stock are set forth as follows:

Voting Rights. Each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Dividends. Each share of Preferred Stock shall entitle the holder thereof to an annual dividend of \$.06, and no more, payable in cash quarterly on the first business day of January, April, July and October with respect to the next previous three months then ending. Such dividends shall be noncumulative and shall be payable before any dividends shall be declared or paid upon or set apart for payment on any shares of the Common Stock.

Redemption. The shares of Preferred Stock are subject to redemption by the corporation, at the option of its Board of Directors, in whole or in part, at any time and from time to time, upon 30 days prior written notice to the registered holders thereof at the addresses of such holders as the same appear on the corporation's records, at a price of \$1.00 per share. In case of the redemption of a part only of the shares of Preferred Stock at the time outstanding, the corporation may select by lot, or in such other equitable manner as the Board of Directors may determine, the shares of Preferred Stock so to be redeemed. If such notice of redemption shall have been duly given, and if, on or before the redemption date specified in such notice, the funds necessary for such redemption shall have been set apart so as to be and to continue to be available therefor, then, notwithstanding that any shares of Preferred Stock called for redemption shall not have been surrendered for cancellation, such shares of Preferred Stock shall no longer be deemed outstanding, and all rights of the holders of such shares of Preferred Stock so called for a redemption shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the redemption price as specified above.

Liquidation Rights. Upon the liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, or the distribution of assets to its shareholders arising out of a reduction or decrease of its capital surplus, the holders of all outstanding shares of Preferred Stock shall be entitled to receive for each share they own, before any distribution shall be made to the holders of the Common Stock, a sum aggregating all distributions made to said holders under this paragraph, equal to the par value of such share of Preferred Stock, and no more. If the net assets of the corporation are not sufficient to pay such amounts in full, holders of all shares of Preferred Stock shall participate ratably in the distribution of assets in proportion to the full amounts to which they are entitled. Neither the merger, nor consolidation of the corporation into or with any other corporation, nor a sale, transfer or lease of all or part of its assets, shall be deemed a liquidation dissolution or winding up of the corporation within the meaning of this paragraph.

V.

(A) The following are the initial directors of the corporation:

Ingela Nissen Baeckstroem

Christa Nissen

Andreas Nissen

Volker Mehnert

(B) The following are the initial officers of the corporation:

President	Ingela Nissen Baeckstroem
Vice President	Christa Nissen
Vice President	Andreas Nissen
Vice President and Secretary	Volker Mehnert

VI.

The name and Florida street address of the registered agent is:

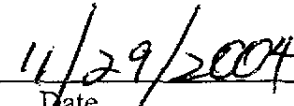
George Beutell
1850 43rd Avenue
Vero Beach, Florida 32960

VII.

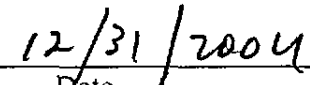
The name and address of the incorporator is Robert C. Hagler, Fulcher Hagler LLP, 520
Greene Street, Augusta, Georgia 30901.

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.


George Beutell, Registered Agent


Date


Robert C. Hagler, Incorporator


Date