

Division of Corporations

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

## FLORIDA PROFIT CORPORATION OR P.A.

PDJ Group Inc.

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**ARTICLES OF INCORPORATION  
OF  
PDJ GROUP INC.  
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is PDJ Group Inc.

**ARTICLE II**

**ADDRESS**

The initial principal place of business and mailing address of this Corporation shall be c/o Daniel M. Mackler, Esq., 500 E. Broward Blvd., Suite 1400, Fort Lauderdale, FL 33394.

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The Corporation is authorized to issue One Hundred (100) shares of Common Stock having a par value of \$0.01 per share.

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ARTICLE VIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 500 E. Broward Blvd., Suite 1400, Fort Lauderdale, FL 33394, and the name of the initial Registered Agent of the Corporation at that address is Valdes-Pauli Corporate Services, Inc.

ARTICLE VIIINCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Daniel M. Mackler, Esq.	Gunster, Yoakley & Stewart, P.A. 500 E. Broward Blvd., Suite 1400 Fort Lauderdale, FL 33394

ARTICLE VIIIINDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

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A judgment or other final adjudication against a director, officer, employee or agent of this Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

**ARTICLE IX****AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of February, 2005.

  
\_\_\_\_\_  
DANIEL M. MACKLER, ESQ.  
Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of PDJ Group Inc. as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of PDJ Group Inc.

Dated: February 14, 2005

VALDES-FAULI CORPORATE SERVICES, INC.

By:   
\_\_\_\_\_  
DANIEL M. MACKLER, ESQ., Vice President  
Initial Registered Agent

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