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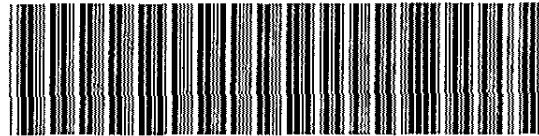
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Anderson Enterprises, Inc.

*2 Cert
Art Filings*

Signature

Requested by:

Name

Date

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ANDOVER ENTERPRISES, INC.**

**ARTICLE I
NAME**

The name of this Corporation is ANDOVER ENTERPRISES, INC., and its mailing address is 125 Worth Avenue, Suite 330, Palm Beach, FL 33480.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

- a. Authorized Capital Stock. The Corporation is authorized to issue 1000 shares of Common Stock, par value \$0.01 per share. The holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

b. No Preemptive Rights. No stockholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for or take any part of any stock, whether common or preferred, of any part of any notes, debentures, bonds or other securities convertible into or carrying options to purchase the stock of this corporation whether issued or unissued, and any securities of this corporation may at any time be issued, optioned for sale, sold or disposed of by this Corporation pursuant to resolution of its Board of Directors to such person or persons and upon such terms as the Board may deem proper without first offering such securities or any part thereof to existing stockholders.

ARTICLE V **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 125 Worth Avenue, Suite 330, Palm Beach, Florida 33480, and the name of the initial registered agent of this Corporation is Bruce W. Keihner.

ARTICLE VI **INITIAL DIRECTORS**

The Corporation shall initially have two directors. The number of directors may be either increased or diminished from time in accordance with the By-Laws, but shall never be less than one. The name and address of the two initial Directors of this Corporation are:

<u>Name:</u>	<u>Address:</u>
Bruce W. Keihner	125 Worth Avenue, Suite 330, Palm Beach, FL 33480
Paul F. Keihner	11001 SW 74 th Court, Miami, FL 33156

ARTICLE VII **DIRECTOR QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if director or directors have abstained from voting because of an interest in the matter to be voted on, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII **VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE X
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XI
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XII
INDEMNIFICATION

This Corporation shall indemnify and hold harmless any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by the law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees (which may be advanced), actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII
SPECIAL PROVISIONS

The following special provisions shall govern this Corporation:

- a. No person shall be required to own, hold or control stock in this Corporation as a condition precedent to holding an office or directorship in this Corporation.

- b. No contract or other transaction between the Corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporation or entity, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, entity, or corporation, in the absence or fraud, shall be affected or invalidated by the fact that any officer, officers, or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, entity or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, entity, or other corporation in which he may be in any way interested.

**ARTICLE XIV
INCORPORATOR**

The name and address of the person signing these Articles is:

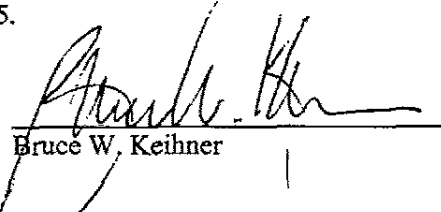
Name:

Address:

Bruce W. Keihner

125 Worth Avenue, Suite 330, Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18 day of April 2005.


Bruce W. Keihner

ACKNOWLEDGMENT


STATE OF FLORIDA)

) SS:

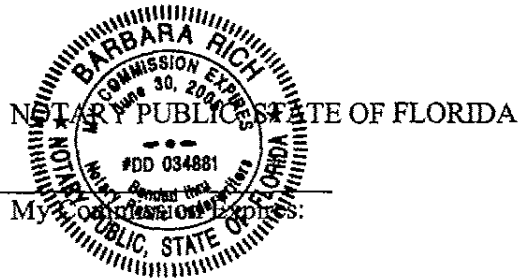
COUNTY OF PALM BEACH)

On this 18 day April 2005, before me, the undersigned Notary Public of the State of Florida, personally appeared Bruce W. Keihner, whose name is subscribed to the within instrument, and he acknowledges that he executed it.

WITNESS my hand and official seal.


Print Name: **BARBARA RICH**

[Notary Public Seal of Office]



☒ Personally known to me, or
☐ Produced identification: Driver's License

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

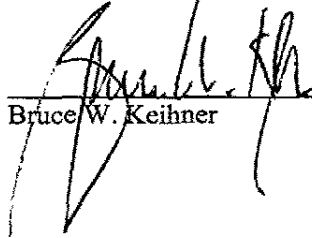
ANDOVER ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, has named Bruce W. Keihner, 125 Worth Avenue, Suite 330, Palm Beach, FL 33480, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 accept the duties and obligations of section 607.0505, Florida Statutes.

Dated this 18 day April 2005.

REGISTERED AGENT:


Bruce W. Keihner

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TALLAHASSEE, FLORIDA