

P05000071336

J. MICHAEL SPECK

Post Office Box 181455
Casselberry, FL 32718-1455

Name)

(Address)

(City/State/Zip/Phone #)

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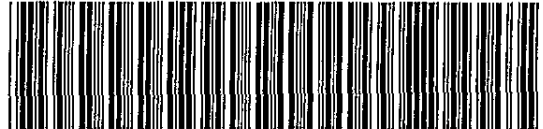
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W05-16475

FILED
05 MAY 16 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Bureh MAY 17 2005



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 31, 2005

J. MICHAEL SPECK
PO BOX 181455
CASSELBERRY, FL 32718-1455

SUBJECT: C.E.M., INC.
Ref. Number: W05000016475

We have received your document for C.E.M., 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: 005A00022080



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 27, 2005

J. MICHAEL SPECK
PO BOX 181455
CASSELBERRY, FL 32718-1455

SUBJECT: C.E.M. HOLDINGS, INC.
Ref. Number: W05000016475

RECEIVED

05 MAY 16 AM 9:20

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for C.E.M. HOLDINGS, 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.

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Tim Burch
Document Specialist
New Filings Section

Letter Number: 805A00028940

FILED
05 MAY 16 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
C. E. M. HOLDINGS, INC. OF ORANGE CITY

I, the undersigned, being a natural person of legal age do hereby desire to form a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation

ARTICLE I

The name and address of the Corporation shall be:

C. E. M. Holdings, Inc. of Orange City
2578 Enterprises Road Suite 141
Orange City, FL 32763

ARTICLE II

This Corporation shall have the power to authorize and permit to engage in the practice of manufacturing, producing, importing, purchasing or otherwise acquiring, holding, owning, using, exporting, selling at wholesale, or otherwise dispose of equipment and supplies of any and all kinds and, permitted by laws or otherwise, its being the intention that this Corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the State of Florida.

ARTICLE III

The maximum number of shares of stock of this Corporation which the Corporation if authorized to have outstanding at any one time is seventy-five thousand (75,000) share of common capital stock having par value of ten cents (\$.10) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of said Corporation.

ARTICLE IV

The street address of the initial registered office of this Corporation and the initial registered agent

of this Corporation at this address is listed below:

<u>Registered Agent</u>	<u>Address</u>
Charles McDonald	2578 Enterprises Road Suite 141 Orange City, FL 32763

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted and managed by the Board of Directors consisting of not less than one (1) members, as fixed from time to time by the bylaws of this Corporation and the Board of Directors shall be elected or appointed by the shareholders of the Corporation, but it shall not be necessary for any such director to be a shareholder of the Corporation.

The name and address of the first Board of Directors who shall not hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Charles McDonald	2578 Enterprises Road Suite 141 Orange City, FL 32763

ARTICLE VI

INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles McDonald	2578 Enterprises Road Suite 141 Orange City, FL 32763

ARTICLE VII

INDEMNIFICATION

Every director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees, reasonably incurred or by reason

of their being imposed upon him or her, in connection with any proceeding to which he or she may be made party or in which he or she may become involved by reasons of his or her employment or by reason of his or her being or have been a director, officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE VIII

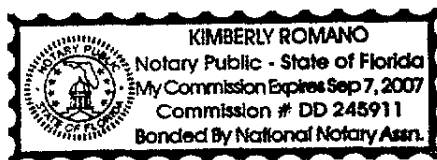
The Corporation reserves the right to amend, alter, change, repeal and revise any provisions of this Corporation's Articles of Incorporation in the manner now or hereinafter prescribed by the statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 8th day of MARCH, 2005.

Charles McDonald
Charles McDonald

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME. The undersigned officer, personally appeared or personally known Charles McDonald to me, who produced FL ID as identification, and personally appeared and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he or she acknowledges to me that after reading the same, the matter set forth therein are true and correct to the best of his or her knowledge and belief.



Kimberly Romano
Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

First, the C. E. M. Holdings, Inc. of Orange City, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Orange City, County of Volusia, State of Florida, has named Charles McDonald located at 2578 Enterprises Road Suite 141, City of Orange City, County of Volusia, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by designated agent.)

Having been named to accept service of process for the above stated Corporation, at the place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with provisions of said Act relative to keeping open said office.

Charles McDonald

Charles McDonald
(Registered Agent)

FILED
05 MAY 16 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA