

Division of Corporations

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**P05000089669**

Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.****ANDAV CORPORATION**

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**ARTICLES OF INCORPORATION  
OF  
ANDAV CORPORATION**

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

The name of the corporation is **ANDAV CORPORATION**

**ARTICLE II**

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefore as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

**ARTICLE V**

The principal address of the corporation shall be:

333 N. New River Drive, East, Suite 2000  
Ft. Lauderdale, Florida 33301

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## **ARTICLE VI**

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Andrew Kravit  
333 N. New River Drive, East, Suite 2000  
Ft. Lauderdale, Florida 33301

## **ARTICLE VII**

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

## **ARTICLE VIII**

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

## **ARTICLE IX**

These articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

## **ARTICLE X**

The name and address of the Incorporator to these articles of Incorporation is:

Andrew Kravit  
333 N. New River Drive, East, Suite 2000  
Ft. Lauderdale, Florida 33301

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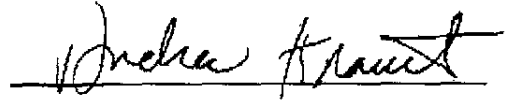
**ARTICLE XI**

The street address of the initial registered office of the corporation is:

333 N. New River Drive, East, Suite 2000  
Ft. Lauderdale, Florida 33301

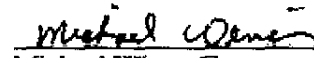
and the name of the initial registered agent of the corporation at that address is: Michael Winer, Esq.

**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 22<sup>th</sup> day of June, 2005.



**CERTIFICATE OF REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Michael Winer, Esq.  
Registered Agent

Dated: June 22, 2005

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