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## Law Offices of John W. Parente

John W. Parente  
Attorney at Law  
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June 27, 2005

State of Florida  
Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

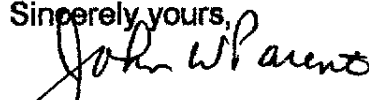
Re: Articles of Incorporation  
CHAMELEON DESIGN, INC.

Dear Sir or Madam:

Please find enclosed the original and one copy of signed Articles of Incorporation for the above referenced corporation, together with my check in the amount of \$78.75 representing the filing fee for same. Please forward the certified copy to my attention.

Thanking you for your attention to the above, I am,

Sincerely yours,

  
JOHN W. PARENTE

JWP/ep  
Enclosures

c.c. Chris & Morgan Herzog

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TALLAHASSEE  
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## **ARTICLES OF INCORPORATION OF CHAMELEON DESIGN, INC.**

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, COMPETENT TO CONTRACT, HEREBY ASSOCIATES AND FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

### **ARTICLE I.**

THE NAME OF THIS CORPORATION SHALL BE CHAMELEON DESIGN, INC.

### **ARTICLE II.**

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF FILING BY THE DEPARTMENT OF STATE.

### **ARTICLE III.**

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE ORGANIZED. IT SHALL HAVE EVERY CORPORATE POWER GRANTED BY THE FLORIDA LEGISLATURE.

### **ARTICLE IV.**

THE CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES AT NO PAR VALUE. UNLESS OTHERWISE STATED IN THESE ARTICLES, OR ANY AMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK OF THIS CORPORATION.

### **ARTICLE V.**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF A FRACTIONAL SHARE) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

#### **ARTICLE VI.**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 311 PALM AVENUE, NOKOMIS, FLORIDA 34275 AND THE INITIAL REGISTERED AGENT IS JAMES MORGAN HERZOG. THE PRINCIPAL BUSINESS ADDRESS OF THE CORPORATION IS 311 PALM AVENUE, NOKOMIS, FLORIDA 34275.

#### **ARTICLE VII.**

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

JAMES MORGAN HERZOG  
POST OFFICE BOX 1113  
NOKOMIS, FLORIDA 34274

CHRISTY HERZOG  
POST OFFICE BOX 1113  
NOKOMIS, FLORIDA 34274

#### **ARTICLE VIII.**

AT ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTE BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THAT TIME MULTIPLIED BY THE NUMBER OF SHARES, OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPLE AMONG ANY NUMBER OF CANDIDATES.

#### **ARTICLE IX.**

THE SHAREHOLDERS OF THIS CORPORATION SHALL NOT BE ENTITLED TO REMOVE ANY DIRECTOR FROM OFFICE DURING HIS TERM EXCEPT FOR CAUSE.

#### **ARTICLE X.**

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION ARE:

JAMES MORGAN HERZOG  
POST OFFICE BOX 1113  
NOKOMIS, FLORIDA 34274

CHRISTY HERZOG  
POST OFFICE BOX 1113  
NOKOMIS, FLORIDA 34274

**ARTICLE XI.**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

**ARTICLE XII.**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED. EACH AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS AND PROPOSED TO THEM BY THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, OR ALL OF THE STOCKHOLDERS MAY EVIDENCE THEIR WRITTEN APPROVAL IN THAT AN INSTRUMENT THEREUNDER MAY BE MADE.

**ARTICLE XIII.**

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE.

**ARTICLE XIV.**

THE OFFICERS OF THIS CORPORATION SHALL BE A PRESIDENT, ONE OR MORE VICE PRESIDENTS, A SECRETARY, AND A TREASURER AND SUCH OTHER OFFICERS AND FACTORS AS MAY BE DEEMED NECESSARY. ALL OFFICERS, AGENTS AND FACTORS SHALL BE CHOSEN IN SUCH MANNER, HOLD THEIR OFFICES FOR SUCH TERM, AND HAVE EACH SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS. ANY PERSON MAY HOLD TWO OR MORE OFFICES OF THIS CORPORATION.

**ARTICLE XV.**

THE NAME AND ADDRESS OF THE INITIAL OFFICERS OF THIS CORPORATION ARE:

PRESIDENT, SECRETARY:

JAMES MORGAN HERZOG  
POST OFFICE BOX 1113  
NOKOMIS, FLORIDA 34274

VICE PRESIDENT, TREASURER:

CHRISTY HERZOG  
POST OFFICE BOX 1113  
NOKOMIS, FLORIDA 34274

#### ARTICLE XVI.

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 26 DAY OF JUNE, 2005.

  
\_\_\_\_\_  
JAMES MORGAN HERZOG

  
\_\_\_\_\_  
CHRISTY HERZOG

#### **CERTIFICATE OF DESIGNATION REGISTERED AGENT ACCEPTANCE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. THE NAME OF THE CORPORATION IS CHAMELEON DESIGN, INC.
2. THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: JAMES

MORGAN HERZOG, 311 PALM AVENUE, NOKOMIS, FL 34275

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 REGISTERED AGENT.

  
\_\_\_\_\_  
JAMES MORGAN HERZOG

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