

FD5000152761

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

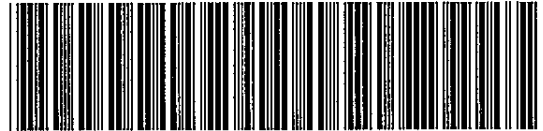
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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11/16/05--01034--009 \*\*70.00

RECEIVED  
05 NOV 16 PM 12:35  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 NOV 16 AM 11:44  
EFFECTIVE DATE  
11/15/05

MRB  
11/17

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 NOV 16 AM 11:44

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. COLfax Management Group, Inc (Corporation Name) & 2 (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

Walk in     Pick up time 2:00     Certified Copy

Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
COLFAX MANAGEMENT GROUP, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 NOV 16 AM 11:44

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE

11/15/25

**ARTICLE I**

The name of the corporation shall be COLFAX MANAGEMENT GROUP, INC.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is **(1,000) shares**, each with a **par value of (\$0.01)**. All such shares shall be of a single class and designated as common.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE V**

The corporation elects to have preemptive rights.

**ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the

Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (607.0901 through 607.0903) shall not be applicable to this corporation.

#### **ARTICLE VIII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### **ARTICLE IX**

The number of directors of the corporation shall be set by the bylaws of the corporation.

#### **ARTICLE X**

The initial registered agent of the corporation is **BLAINE H. HIBBERD, ESQ.** The street address of the corporation's initial registered office is:

**BLAINE H. HIBBERD, P.A.  
633 SE 3<sup>RD</sup> AVE., SUITE 301  
FORT LAUDERDALE, FL 33301**

#### **ARTICLE XI**

The principal place of business and mailing address of this corporation shall be:

**ALAN LERNER  
433 PLAZA REAL, SUITE 275  
BOCA RATON, FL 33432**

#### **ARTICLE XII**

The name and address of the incorporator to these Article of Incorporation is

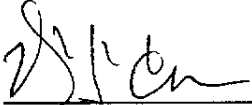
**BLAINE H. HIBBERD, ESQ.  
BLAINE H. HIBBERD, P.A.  
633 SE 3<sup>RD</sup> AVE., SUITE 301  
FORT LAUDERDALE, FL 33301**

**ARTICLE XIII**

The effective date of this corporation shall be November 15, 2005.

The undersigned incorporator has executed these Articles of Incorporation on the date set forth below.

**BLAINE H. HIBBERD, P.A.**



**BLAINE H. HIBBERD, ESQ.  
Incorporator**

Date: 11/15/05

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT AND REGISTERED OFFICE**

FILED  
SECRETARY OF STA  
TALLAHASSEE, FLOR

05 NOV 16 AM 11:4

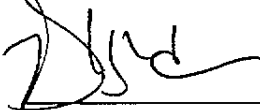
*Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.*

The name of the corporation is COLFAX MANAGEMENT GROUP, INC.

The name and address of the registered agent and office is:

**BLAINE H. HIBBERD, ESQ.**  
**BLAINE H. HIBBERD, P.A.**  
**633 SE 3<sup>RD</sup> AVE., SUITE 301**  
**FORT LAUDERDALE, FL 33301**

**BLAINE H. HIBBERD, P.A.**



**BLAINE H. HIBBERD, ESQ.**  
**Incorporator**

Date: 11/15/05

**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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.**



**BLAINE H. HIBBERD, ESQ.**  
**Registered Agent**

Date: 11/15/05