

PO60000013621

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000025494 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FLORIDA PROFIT/NON PROFIT CORPORATION

Crom Acquisition Corp.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

06 JAN 30 AM 11:09

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF CORPORATIONS
06 JAN 30 AM 11:09

**ARTICLES OF INCORPORATION
OF
CROM ACQUISITION CORP.**

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE 1
NAME**

The name of the corporation is Crom Acquisition Corp. (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the Corporation is Twelve Piedmont Center, Suite 210, Atlanta, Georgia 30305.

**ARTICLE 3
AUTHORIZED SHARES**

The Corporation shall have authority, to be exercised by the Board of Directors, to issue no more than one thousand (1,000) shares of capital stock. These shares shall be one class, with no par value, and shall be designated as "Common Stock." The holders of Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 4
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is CT Corporation System, and the street address of the initial registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324.

The written acceptance of the initial registered agent, as required by the Florida Business Corporation Act, is set forth following the signature of the incorporate and is made a part of these Articles of Incorporation.

**ARTICLE 5
BOARD OF DIRECTORS**

Section 5.1 Initial Board of Directors. The initial board of directors (hereinafter "Board of Directors") shall consist of two (2) members. The name and address of each member are:

Kevin R. McCarthy
Twelve Piedmont Center, Suite 210
Atlanta, Georgia 30305

Peter S. Pettit
Twelve Piedmont Center, Suite 210
Atlanta, Georgia 30305

Section 5.2. Director Liability. The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is hereby amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ARTICLE 6 INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

ARTICLE 7 INCORPORATOR

The name and address of the incorporator are as follows:

Teri Lynn McMahon
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of Crom Acquisition Corp. this 30th day of January, 2006.

Teri Lynn McMahon
Teri Lynn McMahon
Incorporator

ACCEPTANCE OF INITIAL REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Having been named as registered agent and to receive service of process for the above stated Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

CT CORPORATION SYSTEM

Dated: 1/30/06

By: Conne Breyer
Name: CONNIE BREYER
Title: SPECIAL ASSISTANT SECRETARY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 30 AM 11:10