

FROM EDWARDS COHEN

FRI FEB 24 2006 10:50/NO. 6338717783 P. 1

SECRETARY OF STATE  
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FLORIDA PROFIT/NON PROFIT CORPORATION

Dragon Balm Red and Blue, Inc.

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**ARTICLES OF INCORPORATION  
OF  
Dragon Balm Red and Blue, Inc.**

**ARTICLE I**  
**Name and Duration**

The name of the Corporation is **Dragon Balm Red and Blue, Inc.** The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

**ARTICLE II**  
**Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 825 Torrence Street, Melbourne, Florida 32935.

**ARTICLE III**  
**Registered Office and Agent**

The street address of the registered office in the State of Florida is 6 East Bay Street, Suite 500, Jacksonville, FL 32202. The name of the registered agent at such address is Edcolaw, Inc.

**ARTICLE IV**  
**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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ARTICLE V  
Capital Stock

The total number of shares of capital stock, which the Corporation has the authority to issue, is one hundred (100) shares of Common Stock ("Common Stock") having no par value per share.

ARTICLE VI  
Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
David J. Edwards	6 East Bay Street Suite 5 Jacksonville, FL 32202

ARTICLE VII  
Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of the shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Stuart P. Miller	825 Torrence Street Melbourne, FL 32935
Paul R. Gougelman	825 Torrence Street Melbourne, FL 32935
Patricia M. Jackson	825 Torrence Street Melbourne, FL 32935

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ARTICLE VIIIAmendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IXBylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XIndemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XITransfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Duval County, Jacksonville, Florida this 24<sup>th</sup> day of February, 2006.

INCORPORATOR

By:

  
David J. Edwards

**REGISTERED AGENT CERTIFICATE**

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Dragon Balm Red and Blue, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Melbourne, County of Brevard, State of Florida, has named Edcolaw, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

Dated this 24<sup>th</sup> day of February, 2006.

EDCOLAW, INC.

By: 

David J. Edwards  
Its President

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