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2007 JAN - 2 PM 1: 22 SECRETARY OF STATE TALLAHASSEE. FLORIDA

C. 8. 1-3-07

#### KOHL & TANZER, P.A.

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OF COUNSEL
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SUITE 200
BOCA RATON, FLORIDA 33432.

SENT VIA FEDERAL EXPRESS

TELEPHONE 561-210-8510
FACSIMILE 561-210-8511

December 29, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
Phono: (850) 245-6052

Phone: (850) 245-6052

RE: Proposed Name of New Corporation: STAFFORD PMC, INC.

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Stafford PMC, Inc., a for profit Florida corporation, and a check in the amount of \$87.50 representing the filing fee (\$70.00), certified copy fee (\$8.75), and Certificate of Status fee (\$8.75).

Upon receipt, please forward the date stamped copy, together with the Certificate of Status, directly to our office via the self-addressed stamped envelope provided for your convenience.

If you have any questions, please feel free to contact us at the above address and telephone number.

Very truly yours,

Karen M. Dobbins

Enclosures

# ARTICLES OF INCORPORATION OF STAFFORD PMC, INC.

FILED

2007 JAN -2 PM 1: 22

SECRETARY OF STATE TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

### ARTICLE I

The name of this Corporation is: Stafford PMC, Inc.

#### ARTICLE II PRINCIPAL OFFICE

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

6088 Vista Linda Lane Boca Raton, Florida 33433

### ARTICLE III DURATION AND EFFECTIVE DATE

The duration of this Corporation is perpetual, unless dissolved according to law. The effective date of this incorporation shall be upon filing.

#### ARTICLE IV PURPOSE

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

#### ARTICLE V STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment.

ARTICLES OF INCORPORATION OF STAFFORD PMC, INC. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

#### ARTICLE VI PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights. Therefore, each Shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder that does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the price, terms and conditions of the issue of the shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty days of receipt of the notice from the Corporation.

#### ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

### ARTICLE VIII QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of Shareholders.

### ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432 and the name of its initial registered agent at that address is Michelle Tanzer.

## ARTICLE X BOARD OF DIRECTORS AND INITIAL OFFICERS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of Directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation. The following person is appointed to serve as Director of the Corporation:

<u>Name</u>	<u>Address</u>
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Lloyd M. Stafford 6088 Vista Linda Lane Boca Raton, Florida 33433

The following people are appointed to serve as the initial officers of the Corporation for such term(s) as prescribed by the Corporation's By-laws:

Name, Officer	Address

Lloyd M. Stafford, President 6088 Vista Linda Lane Boca Raton, Florida 33433

Carole G. Stafford, Secretary and 6088 Vista Linda Lane Treasurer Boca Raton, Florida 33433

#### ARTICLE XI INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Name Street Address

Michelle Tanzer 1200 North Federal Highway, Suite 200

Boca Raton, Florida 33432

ARTICLES OF INCORPORATION OF STAFFORD PMC, INC.

### ARTICLE XII COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

### ARTICLE XIII

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

### ARTICLE XIV EMERGENCY BY-LAWS

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the Corporation's Directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the Shareholders as well as the Directors.

### ARTICLE XV SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

- 1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
- 2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
- 3. The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

Dated this 2\) day of December, 2006.

MICHELLE TANZER

Incorporator

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That Stafford PMC, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Palm Beach, at 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432 has named Michelle Tanzer located at that same address as its initial registered agent to accept service of process within this State.

#### **ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Florida Statutes, § 607.0505.

MICHELLE TANZER

Registered Agent

Date 12/21/06

