

P070000006100

(Requestor's Name)

(Address)

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PICK-UP     WAIT     MAIL

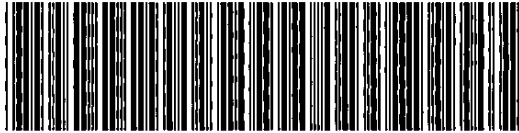
(Business Entity Name)

(Document Number)

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RECEIVED  
07 JAN -5 AM 10:27  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

07 JAN 12 AM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB1-16-07

6117-936

Sonstate Research  
Requester's Name

Address

City/State/Zip

Phone #

6565454

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

1. N.V. Pomeroy Corporation  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

**NEW FILINGS**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication *Inc.*  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 8, 2007

SUNSTATE RESEARCH  
ATT: KENDRA

SUBJECT: POMEROY HOLDINGS, INC.  
Ref. Number: W07000000936

We have received your document for POMEROY HOLDINGS, INC. and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of domestications cannot have an effective date.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 007A00001477

FILED

07 JAN 12 AM 3:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DOMESTICATION**

The undersigned, as President of N.V. POMEROY CORPORATION, a Netherlands Antilles corporation (the "Corporation"), in accordance with Florida Statutes Section 607.1801, does hereby certify:

1. The date on which the Corporation was first formed is the 4<sup>th</sup> day of June, 1979.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being is the Netherlands Antilles.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication is N.V. POMEROY CORPORATION.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Florida Statutes Sections 607.0202 and 607.0401 with this Certificate of Domestication, is POMEROY HOLDINGS, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of this Certificate of Domestication, is the Netherlands Antilles.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Florida Statutes Section 607.1801.

IN WITNESS WHEREOF, this Certificate of Domestication was executed by the undersigned, who is authorized under the laws of the Netherlands Antilles to sign this document, this 31<sup>st</sup> day of December, 2006.

N.V. POMEROY CORPORATION,  
a Netherlands Antilles corporation

By:

  
Diane L. Hoffer, President

MLADOC5 965341 J

FILED

**ARTICLES OF INCORPORATION  
OF  
POMEROY HOLDINGS, INC.**

07 JAN 12 AM 3:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation is **POMEROY HOLDINGS, INC.** (hereinafter called the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The current principal place of business and mailing address of the Corporation is:

1500 Miami Center (FER)  
201 S. Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE III - PURPOSE**

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto;
- (b) For the purpose of transacting any or all lawful business; and
- (c) To do any and everything pertinent to the above.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is Thirty Thousand (30,000) shares of Common Stock, One Dollar (\$1.00) par value per share.

**ARTICLE V - INCORPORATOR**

The name of the incorporator of the Corporation is Francis E. Rodriguez, and the address of the incorporator is:

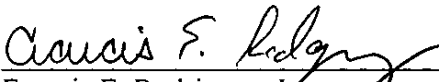
1500 Miami Center  
201 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent of the Corporation is:

Corporation Company of Miami  
1500 Miami Center (JDB)  
201 South Biscayne Boulevard  
Miami, Florida 33131

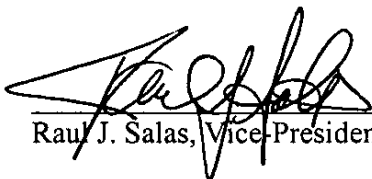
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31<sup>st</sup> day of December, 2006.

  
Francis E. Rodriguez, Incorporator

**ACCEPTANCE BY REGISTERED AGENT  
OF  
POMEROY HOLDINGS, INC.**

The undersigned, whose business address is 1500 Miami Center (JDB), 201 South Biscayne Boulevard, Miami, Florida 33131, hereby accepts appointment as the initial registered agent of **POMEROY HOLDINGS, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION COMPANY OF MIAMI

By:   
Raul J. Salas, Vice-President