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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

2007 AUG 24 AM 10:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 069588 81081A

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 70.00

ORDER DATE : August 24, 2007

ORDER TIME : 10:01 AM

ORDER NO. : 069588-005

CUSTOMER NO: 81081A

DOMESTIC FILING

NAME: ICD AMERICAS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP  
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
ICD AMERICAS, INC.**

FILED  
2007 AUG 24 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

Name of Corporation

The name of this Corporation shall be ICD AMERICAS, INC. with its principal office address: 3614 South Lake Drive, Boynton Beach, Florida 33435.

**ARTICLE II**

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; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

**ARTICLE III**

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV**

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the

same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE V**

##### **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VI**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is: 3614 South Lake Drive, Boynton Beach, Florida 33435, and the name of the initial registered agent of this Corporation at that address is: Dwight Schnirman.

#### **ARTICLE VII**

##### **Initial Board of Directors**

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the initial Director of this Corporation are as follows:

Dwight Schnirman	3614 South Lake Drive Boynton Beach, Florida 33435
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#### **ARTICLE VIII**

##### **By-laws**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE IX**

##### **Indemnification**

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

#### **ARTICLE X**

##### **Incorporator**

The name and address of the person signing these Articles is as follows: Dwight Schnirman, 3614 South Lake Drive, Boynton Beach, Florida 33435.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23<sup>rd</sup> day of August, 2007.


  
Dwight Schnirman

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of August, 2007, by Dwight Schnirman, who is personally known to me or who has produced Driver's License identification.

(Notary Seal)



  
Notary Public, State of Florida  
My Commission Expires:  
Karen Levin Alexander  
Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT ICD AMERICAS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3614 SOUTH LAKE DRIVE, BOYNTON BEACH, FLORIDA 33435, HAS NAMED DWIGHT SCHNIRMAN, LOCATED AT 3614 SOUTH LAKE DRIVE, BOYNTON BEACH, FLORIDA 33435, CITY OF BOYNTON BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
Dwight Schnirman  
President

Aug 23, 2007  
(Date)

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Dwight Schnirman  
Aug 23, 2007  
(Date)

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2007 AUG 24 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA