

May 1, 2008 2:14 PM MOYLE, LAW 4305 P. 1 of 1  
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DIVISION OF CORPORATIONS

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**325 CLEMATIS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**325 CLEMATIS, INC.**

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 325 Clematis, Inc. (the "Corporation").

**ARTICLE II**  
**Mailing Address and Principal Place of Business**

The mailing address of the Corporation is 177 U.S. Highway 1, #251, Tequesta, Florida 33469 and the principal place of business of the Corporation is 325 N. Clematis Street, West Palm Beach, Florida 33401.

**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.

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

ARTICLE IV  
Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V  
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 already holds, shall have the right to purchase his 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 VI  
Corporate Duration

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

ARTICLE VII  
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker.

## ARTICLE VIII

### Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Jeffrey Alianiello

177 U.S. Highway 1, #251  
Tequesta, FL 33469

Nilesh Parikh

6742 Forest Hill Blvd.  
West Palm Beach, FL 33413

## ARTICLE IX

### By-Laws

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

## ARTICLE X

### Indemnification

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

ARTICLE XI

Incorporator

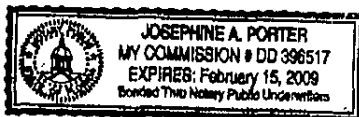
The name and address of the person signing these Articles is as follows: Paul A. Krasker  
625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 30<sup>th</sup> day of April, 2008.

R  
Paul A. Krasker, Incorporator

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of April, 2008, by  
Paul A. Krasker, as Incorporator of 325 Clematis, Inc., on behalf of the Corporation, and he is  
personally known to me or has produced \_\_\_\_\_ as identification and  
did take an oath.



(NOTARY STAMP)

Notary Name: Josephine A. Porter  
Notary Public: \_\_\_\_\_  
Serial (Commission) Number: \_\_\_\_\_  
(if any)

I hereby accept appointment as Registered Agent of 325 Clematis, Inc., as provided in Article  
VII, hereof.

R  
Paul A. Krasker, Registered Agent