

P10000015241

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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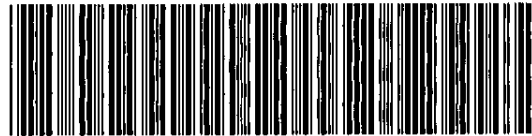
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

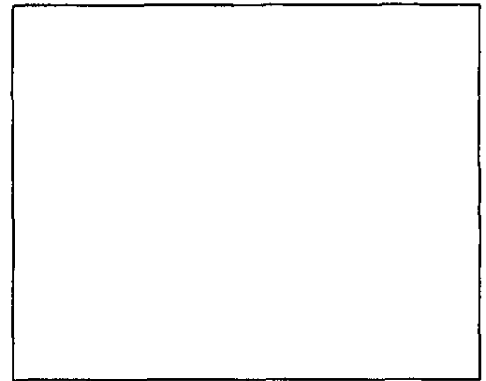
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers FEB 19 2010

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)656-6446



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

BOECKER AMERICA CORP.

CK# 4417

AMOUNT \$78.75

PLEASE FILE THE ATTACHED AMENDMENT & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

\_\_\_ STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

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TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**BOECKER AMERICA CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be Boecker America Corp. The address of the principal office of this corporation shall be 2525 Ponce de Leon Blvd., Fifth Floor, Coral Gables, FL 33134, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock the corporation is authorized to have outstanding at any one time is 500 shares all of which shall be classified as common stock and have a par value of \$1.00 each.

**ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

## **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VI. OFFICERS AND DIRECTORS**

The names and addresses of the initial Officers and Directors are:

Martin Wegener 2525 Ponce de Leon Blvd. Fifth Floor Coral Gables, FL 33134	-	Director, President and Chief Executive Officer
Otto Schlenker 2525 Ponce de Leon Blvd. Fifth Floor Coral Gables, FL 33134	-	Director, Vice President and Chief Administrative Officer
Britta Boecker-Wegener 2525 Ponce de Leon Blvd. Fifth Floor Coral Gables, FL 33134	-	Director

## **ARTICLE VII. INCORPORATOR**

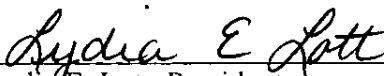
The name and address of the incorporator of these Articles of Incorporation is:

Florida Research & Filing Services, Inc.  
1211 Circle Dr.  
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned agent of Florida Research and Filing Services, Inc. has executed these articles of incorporation on February 17, 2010.

Florida Research & Filing Services, Inc.

By:

  
Lydia E. Lott, President

**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:  
  
BOECKER AMERICA CORP.
2. The name and address of the registered agent and office is:

**ATRIUM REGISTERED AGENTS, INC.**  
**1500 SAN REMO AVENUE**  
**SUITE 125**  
**CORAL GABLES, FL 33146**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: \_\_\_\_\_

Jack D. Finkelman, Vice President

Date: February 17, 2010