

To: FL Dept of State
Subject: 001668.129549
Division of Corporations

From: John Weidenbach

Friday, July 30, 2010 12:01 PM Page: 1 of 4

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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6381

001668.129549

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**DOMESTICATION
EKMAN & CO INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$128.75

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Corporate Filing Menu

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 JUL 30 PM 3:39

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CERTIFICATE OF DOMESTICATION


OF

EKMAN & CO INC.

The undersigned, Jim Peiffer, Senior Vice President of Ekman & Co Inc., a foreign corporation in accordance with s. 607.1801, Florida Statutes does hereby certify:

1. On January 15, 1985 Ekman & Co Inc. was incorporated under the laws of the State of Delaware.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Ekman & Co Inc.
4. The name of the corporation, as set forth in the articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Ekman & Co 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 jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was: 8750 NW 36th Street, Suite 400, Miami, Florida 33178.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Senior Vice President of Ekman & Co Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 8th day of July, 2010.


Jim Peiffer, Senior Vice President

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SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION


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FL
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
EKMAN & CO INC.**

- FIRST:** The name of the corporation is:
Ekman & Co Inc.
- SECOND:** The lawful purpose for which the corporation is organized shall include the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- THIRD:** The principal street address of the Corporation is 8750 NW 36th Street, Suite 400, Miami, Florida 33178.
- FOURTH:** The Corporation is authorized to issue only one class of stock. The total number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock with a par value of \$1.00 per share.
- FIFTH:** The name and Florida street address of the registered agent is: Corp-Direct Agents, Inc., 515 East Park Avenue, Tallahassee, Florida 32301.
- SIXTH:** The personal liability of all of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by Section 607.0831 of the Florida Business Corporation Act, as the same may be supplemented and amended.
- SEVENTH:** Any action required or permitted by the Florida Business Corporation Act to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action of a meeting at which all shares entitled to vote on the action were present and voted. Prompt notice of the taking of the corporation action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholders meeting if the action had been taken at a meeting and who have not consented in writing.
- EIGHTH:** The name and address of the incorporator is Nancy A. Crane, 101 West Broadway, Suite 900, San Diego, California 92101.

DATED: June 30, 2010


Nancy A. Crane, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of Ekman & Co Inc., at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CorpDirect Agents, Inc.

By: Kati Wonsch. Asst. Sec. Dated: 7/30/2010
Nancy A Crane Dated: 7-5-2010
Incorporator

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DIVISION OF CORPORATE REGISTRATION