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FLORIDA PROFIT/NON PROFIT CORPORATION
AMERICAN BIODEGRADABLES CORPORATION

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ARTICLES OF INCORPORATION
OF
AMERICAN BIODEGRADABLES CORPORATION

The undersigned, hereby executes the following document 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 ONE: NAME

The name of the corporation shall be AMERICAN BIODEGRADABLES CORPORATION.

ARTICLE TWO: PURPOSE

The purpose of the corporation is to operate a business involving the distribution of environmentally friendly products and to conduct any other business activities allowed under the laws of the state of Florida.

This corporation reserves the right, if it so wishes, to elect to be treated as a Section 1361 Sub-Chapter S Corporation and this corporation may elect to receive all rights of Section 1244 of the Internal Revenue Service Code of 1954 as amended.

ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is Ten Thousand (10,000) shares.

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ARTICLE FOUR: CAPITALIZATION

The corporation will begin business with not less than One Hundred Dollars And No/100 (\$100.00) in capital.

ARTICLE FIVE: REGISTERED AGENT

The name and address of the initial registered agent of the corporation is Gary J. Rotella, 1500 North Federal Highway, Suite 250, Fort Lauderdale, Florida 33304.

ARTICLE SIX: REGISTERED OFFICE

The initial registered office of this corporation shall be 1500 North Federal Highway, Suite 250, Fort Lauderdale, Florida 33304.

ARTICLE SEVEN: CORPORATE OFFICES

The principal place of business and mailing address of the corporation shall be 3300 North Federal Highway, Suite 200, Fort Lauderdale, Florida 33305, but the corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by its Board Of Directors.

ARTICLE EIGHT: DIRECTORS

A. The corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board Of Directors occurring at any time, and for any reason shall only be filled

for the unexpired term by the stockholders at a meeting called for that specific purpose in the manner prescribed by the By-Laws of the corporation.

B. The names and addresses of the members of the first Board Of Directors, who subject to the By-Laws of the corporation, or until their successors are elected or appointed and have qualified to act as Directors of the corporation, are as follows:

Gary J. Rotella
1500 North Federal Highway, Suite 250
Fort Lauderdale, Florida 33304

C. In furtherance and not in limitation of the powers conferred by statute, the Board Of Directors is expressly authorized:

1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders;
2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the corporation; and,
3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board Of Directors deem expedient.

ARTICLE NINE: INCORPORATOR

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

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Gary J. Rotella
1500 North Federal Highway, Suite 250
Fort Lauderdale, Florida 33304

ARTICLE TEN: OFFICERS

The names and addresses of the initial officers of this corporation are as follows:

President, Secretary and Treasurer: Gary J. Rotella
1500 North Federal Highway, Suite 250
Fort Lauderdale, Florida 33304

ARTICLE ELEVEN: AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders in this corporation are granted subject to this reservation.

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declare and certify that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 14th day of February, 2012.



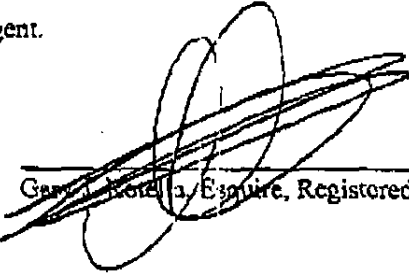
Gary J. Rotella, Incorporator

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated in Article Six of the above Articles Of Incorporation of American Biodegradables Corporation, state that I am familiar with and hereby accept this appointment as

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Registered Agent for American Biodegradables Corporation and agree to act in this capacity, and
I further agree to comply with the provision of all statutes relative to the proper and complete
performance of my duties as Registered Agent.

DATED: February 14, 2012



Gary J. Petrella, Esquire, Registered Agent

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