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(City/State/Zip/Phone #)

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(Business Entity Name)

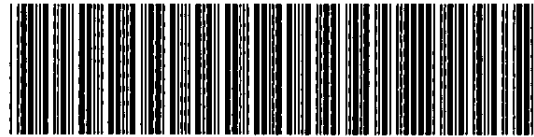
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Certificates of Status

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**THE LAW OFFICES OF  
ROBERT J. LONGCHAMPS, PLLC**

**- ATTORNEY AT LAW -**

**ESTATE PLANNING - PROBATE & TRUST ADMINISTRATION - REAL ESTATE**

December 3, 2013

**VIA UNITED POSTAL SERVICE**

Department of State  
Florida Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

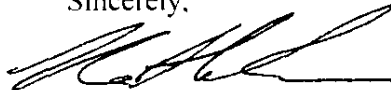
Re: JMD Shipping, Inc.  
Articles of Incorporation, Certified Copy & Certificate of Status

Dear Sir or Madam:

Please find enclosed one (1) original and two (2) copies of the Articles of the Incorporation for the above referenced corporation, and check number 1593 in the amount of \$87.50 made payable to the Florida Department of State for the filing fee, certified copy and certificate of status related thereto. Please return a certified copy of the Articles of Incorporation and Certificate of Status to me in the prepaid envelope provided.

If you have any questions, or require any additional information, please do not hesitate to contact me.

Sincerely,



Robert J. Longchamps, Esq.

RJL/

Enclosures

cc: client

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 DEC -4 PM 1:00

**ARTICLES OF INCORPORATION  
OF  
JMD SHIPPING, INC.**

The undersigned, acting as an incorporator of a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**  
**Name**

The name of the corporation shall be **JMD SHIPPING, INC.**, hereinafter referred to as the "Corporation". The mailing address and street address of the Corporation's initial principal office shall be 348 River Drive, Tequesta, Florida 33469.

**ARTICLE II**  
**Purpose and Powers**

The Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as such laws may be amended from time to time. The Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the state of Florida, specifically including the provisions of Section 607.0302, Florida Statutes, as amended from time to time, except such powers as are inconsistent with the express provisions of these Articles of Incorporation or By-Laws.

**ARTICLE III**  
**Authorized Shares**

A. The total number of shares of stock that the Corporation is authorized to issue and have outstanding at any given time is **1000** shares of common stock having a

nominal or par value of **\$1.00** per share. Such shares shall be all of the same class. No preferences, qualifications, limitations, restrictions (except transfer restrictions applicable to all shares), or special rights, other than those provided by law, shall exist with respect to any of the shares of the Corporation or any of the holders of such shares.

B. The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than the permitted numbers of shareholders allowed under 26 U.S.C.A. §1361 (or its successor section) for those corporations qualifying as a small business corporation (Subchapter S-Corporation). The Corporation may not issue any shares of stock to any shareholder which is not qualified to hold such shares in a corporation qualifying as a small business corporation (Subchapter S-Corporation) under 26 U.S.C.A. §1361.

C. At any time and from time to time when authorized by resolution of the board of directors and with the approval of its stockholders holding a majority of the outstanding shares of common stock, the Corporation may issue or sell any shares of its capital stock, whether out of the unissued shares authorized by the Articles of Incorporation of the Corporation as originally filed or by any amendment of the articles, or out of shares of its stock acquired after the issue. The Corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the Corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract. In the absence of actual fraud in the transaction, the determination of the directors of the

Corporation as to the adequacy of the consideration received or to be received for shares shall be conclusive. All stock, when issued, shall be fully paid, and non-assessable.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issued.

#### **ARTICLE IV** **Annual Distribution Related to S-Corporation Status**

At least annually, following the close of each fiscal year, the Corporation shall distribute to the shareholders, pro rata as their interests may appear, an amount in cash equal to that certain percent of the sum of (i) the net ordinary income or loss plus (ii) the net capital gain or loss recognized by the Corporation during the preceding fiscal year, as shall be determined by two-thirds (2/3rds) of the holders of the issued and outstanding shares of the Corporation. These distributions shall be made only on or before March 15 of the year following the fiscal year for which the distributions are being made. The Corporation may make interim distributions on the basis of the estimated income to be recognized by the Corporation during the fiscal year at any time or times during the fiscal year as the shareholders holding a majority of the issued and outstanding shares shall agree to be appropriate. All of the distributions to shareholders shall be made only out of the income and surplus legally available and to the extent otherwise permitted by law.

**ARTICLE V**  
**Term of Existence**

The term of existence of this corporation is perpetual.

**ARTICLE VI**  
**Incorporator**

The name and address of the incorporator is:

Robert J. Longchamps, Esq.  
The Law Offices of Robert J. Longchamps, PLLC  
4440 PGA Boulevard, Suite 600  
Palm Beach Gardens, Florida 33410

**ARTICLE VII**  
**Initial Registered Office**

The street address of the Corporation's initial registered office and name of its registered agent at such address is as follows:

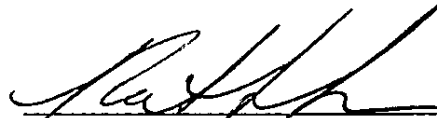
Robert J. Longchamps, Esq.  
The Law Offices of Robert J. Longchamps, PLLC  
4440 PGA Boulevard, Suite 600  
Palm Beach Gardens, Florida 33410

**ARTICLE VIII**  
**Amendments**

These Articles of Incorporation may be amended by resolution of the Board of Directors, who shall recommend the proposed amendment or amendments to the shareholders and which shall be approved by the holders of a majority of the shares

outstanding at a regular or special meeting of shareholders or by written consent thereof.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on this 3<sup>rd</sup> day of December, 2013.

A handwritten signature in black ink, appearing to read 'Robert J. Longchamps', written over a horizontal line.

**ROBERT J. LONGCHAMPS**, Incorporator

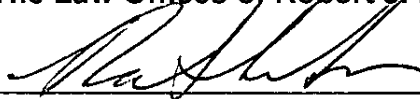
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

**JMD SHIPPING, INC.**

In pursuance of Section 48.091, Florida Statutes, as amended, the following is submitted, in compliance with said Act: **JMD SHIPPING, INC.**, desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named The Law Offices of Robert J. Longchamps, PLLC, located at 4440 PGA Boulevard, Suite 600, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

**The Law Offices of Robert J. Longchamps, PLLC**

A handwritten signature in black ink, appearing to read 'Robert J. Longchamps', is written over a horizontal line.

By: **ROBERT J. LONGCHAMPS**

Its: Managing Member