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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION  
PALMER JOHNSON AMERICAS INC.**

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**ARTICLES OF INCORPORATION  
OF**

**PALMER JOHNSON AMERICAS INC.**

FILED  
16 MAY 13 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**ARTICLE I. NAME:**

The name of this Corporation shall be:

**PALMER JOHNSON AMERICAS INC.**

**ARTICLE II. NATURE OF BUSINESS:**

- (a) The general nature of the business and business to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the state of Florida of the United States.
- (b) Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.
- (c) Without in any way limiting any of the objects and powers of the Corporation conferred to it by the laws of the State of Florida, it is further expressly declared and provided that this Corporation, regarding real property, shall have the power to purchase, sell, convey, mortgage, deed, lease, to contract for such actions, and to otherwise enter into and execute any and all contracts relating to real property.

**ARTICLE III. SHARES:**

The authorized capital stock of this Corporation shall consist of 100 shares of common stock, at \$1.00 par value per share.

**ARTICLE IV. EFFECTIVE DATE AND EXISTENCE:**

These Articles of Incorporation shall become effective on MAY 6, 2016 and the corporate existence will begin on MAY 6, 2016. The Corporation shall have perpetual existence unless sooner dissolved as provided by law or in the By-Laws of this Corporation.

**ARTICLE V. PRINCIPAL OFFICE:**

The street and mailing address of the Corporation's initial principal office is:

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2300 EAST LAS OLAS BOULEVARD  
2<sup>ND</sup> FLOOR NW  
FORT LAUDERDALE, FL 33301

**ARTICLE VI. REGISTERED AGENT:**

The registered agent for the Corporation is:

THE VAN GENT LAW FIRM, a Professional Association  
2881 East Oakland Park Blvd., Ste. 316  
Ft. Lauderdale, FL 33306-1813

**ARTICLE VII. DIRECTORS:**

The Corporation shall have not less than two (2) Directors, as provided by the By-Laws. The Director shall hold office for one year, or until their successors have been duly elected and qualified. The name and address of the initial Directors are:

JACOBUS MAST  
2300 EAST LAS OLAS BOULEVARD  
2<sup>ND</sup> FLOOR NW  
FORT LAUDERDALE, FL 33301

**ARTICLE VIII. OFFICERS:**

The Officer(s) of the Corporation shall be elected or appointed as provided by the By-Laws. The Officer(s) shall hold office for one year, or until their successors have been duly elected and qualified. The name and address of the initial Officer(s) are:

**PRESIDENT/CEO:**

JACOBUS MAST  
2300 EAST LAS OLAS BOULEVARD  
2<sup>ND</sup> FLOOR NW  
FORT LAUDERDALE, FL 33301

**TREASURER/SECRETARY:**

MICHAEL DOYLE  
2300 EAST LAS OLAS BOULEVARD  
2<sup>ND</sup> FLOOR NW  
FORT LAUDERDALE, FL 33301

**ARTICLE IX. INCORPORATOR:**

The name and address of the initial incorporator of the Corporation is:

THE VAN GENT LAW FIRM, a Professional Association  
2881 East Oakland Park Blvd., Ste. 316  
Ft. Lauderdale, FL 33306-1813

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**H16000118857 3****ARTICLE X. GENERAL PROVISIONS:**

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subjects to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each incorporator, director, stockholder and officer, in consideration for his services, whether then in office or not, for all or any portion of any reasonable cost and expenses incurred by him in connection with or arising out of any action, suit, proceeding or asserted claim in which he may be involved by reason of his being or having been an incorporator, director, stockholder or officer of the corporation, whether or not wholly owned, to the maximum extent permitted by and subject only to the limitation and provisions of the laws of the State of Florida and the laws of the United States.

**SUBSCRIBED** at Ft. Lauderdale, Florida, this 10<sup>th</sup> day of May, 2016.

For: The Van Gent Law Firm, a Professional Association, Incorporator

By:   
Ronnie van Gent, President

**ACKNOWLEDGMENT**

*Having been named as registered agent to accept service of process for the above stated Corporation at the place designated within the Certificate, the undersigned agrees to act in this capacity and states that he is familiar with, and accepts, the obligations of that position.*

For: The Van Gent Law Firm, a Professional Association

By:   
Ronnie van Gent, President

16 MAY 13 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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