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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

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FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-

CONTACT: RAY STORMONT  
PHONE: (305) 641-3694  
FAX: (305) 641-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COLLANDRA INC.  
FAX AUDIT NUMBER: H94000012590  
DATE REQUESTED: 12/30/1994  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$122.50

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TIME REQUESTED: 16:12:57

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M. BRIM JAN 3 1995

NUM CAPS Connect: 00:02:35

EFFECTIVE DATE

1-1-95

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Conf: 503  
W94-13

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95 JAN -3 PM 2:35  
STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, DEPARTMENT OF STATE

55 JAN -3 AM 8:19

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198492224000 P.02

TO

DEC-30-1994 16:39 FROM EMPIRE

January 3, 1995

EMPIRE

SUBJECT: COLLANDRA INC.  
REF: W95000000013

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of

Do you like this letter? Y/N

an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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If you have any questions concerning the filing of your document, please call (904) 487-6926.

Martha Brim  
Corporate Specialist

FAX Aud. #: H94000012590  
Letter Number: 095A000000021

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida  
32314

JAN-03-1995 13:54 FROM EMPIRE

TO

19849224088 P.82

*Ann Fisher, P.A.*  
*Attorney at Law*

1845 EULETA AVENUE

*Canal Pointe, FL 33146*

(305) 666-8844

January 3, 1995

Empire Corporate Kit Co.  
1492 W. Flagler St.  
Miami FL 33135

Attn: Theresa

Re: Collandra Inc.

Dear Theresa:

I spoke with Martha Brim at the Secretary of State's office (904-487-6926) and she informed me that we have the option of proceeding with the filing of the new corporation under the name Collandra Inc. even though a corporation exists with the name Collander, Inc. I have spoken with my client about this matter and he agrees we should proceed with the filing as it is.

Martha said she needed this approval in writing and to send it through you. Would you please fax this to her as soon as possible so we can complete this filing.

Thank you.

Sincerely,

*Ann Fisher*  
Ann Fisher

AF:mc

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EFFECTIVE DATE  
1-1-95

ARTICLES OF INCORPORATION  
OF  
COLLANDRA INC.

FILED  
95 JAN -3 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Collandra Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on January 1, 1995 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is P. O. Box 16-2721, Miami FL 33116-2721.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

No. Shares	Classification	Par Value
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the

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Prepared by:  
ANN FINGER, P.A.  
1514 Zulu Avenue  
Coral Gables, FL 33146  
305-445-9944  
File No: 0324227

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right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Andrew Philipps, 11577 SW 149 Path, Miami FL 33196.

#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Andrew Philipps, 11577 SW 149 Path, Miami FL 33196.

#### ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Andrew Philipps  
Colleen Philipps  
11577 SW 149 Path  
Miami FL 33196

#### ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

#### ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of  
Incorporation this 30<sup>th</sup> day of December, 1994.

Andrew Phillips  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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 RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Andrew Phillips  
Registered Agent

Date: December 30, 1994

FILED  
95 JAN -3 PM 2:35  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

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