

P450000019987

TRANSMITTAL LETTER

95 MAR -9 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

8Mar 95

SUBJECT: DALE DIERKSHEIDE, INC.
(Proposed corporate name - must include suffix)
Dear Sir:

700001425687
-03/10/95--01010--015
*****70.00 *****70.00

I would like to take the election to be an 'S' Corporation with the IRS. This has a deadline of March 16. Please call me at below number when there is registration of my company. Thanks for your prompt service.
Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: DALE DIERKSHEIDE
Name (printed or typed)
1006 EAGLE DRIVE
Address
WINTER HAVEN, FLA. 33881
City, State & Zip
317-584-2101 x 250
Daytime Telephone number

Sincere,

Dale H. Dierksheide
Dale H. Dierksheide

3/8/95
B

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
DALE DIERKSHEIDE, INC.

FILED
95 MAR -9 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned requests to adopt the following Articles of Incorporation for such a corporation:

1. NAME. The name of the corporation is DALE DIERKSHEIDE, INC.
2. DURATION. The period of duration of the corporation is perpetual.
3. PURPOSES. The purpose or purposes for which the corporation is organized is to engage in the business of providing consulting, engineering, manufacturing, and other services to various industries, including without limitation the glass container industry, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, including the following powers:
 - 3.1 Have Corporate Seal. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
 - 3.2. Acquire Property. To purchase, take, receive, lease, or otherwise acquire, own, improve, use, and otherwise deal in and with real or personal property and any interest therein, wherever such property may be situated;
 - 3.3. Sell Property. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
 - 3.4. Lend Money. To lend money to, use its credit to assist, its officers and employees in accordance with applicable law;
 - 3.5 Own Securities. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, of municipality or of any instrumentality thereof;

3.6. Make Contracts. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligation, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

3.7. Make Investments. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for payment of funds so loaned or invested;

3.8. Conduct Business. To conduct its business, carry on its operations and have offices and exercise its powers granted by this act within or without the State of Florida;

3.9. Elect Officers. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

3.10. Make By-Laws. To make and alter by-laws, not inconsistent with these Articles of Incorporation or the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

3.11. Make Donations. To make donations for the public welfare or for charitable, scientific, or educational purposes;

3.12. Transact Business. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

3.13. Establish Benefits. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

3.14. Provide Insurance. To provide insurance for its benefit of the life of any of its directors, officers, or employees, or on the life of any shareholders for the purpose of acquiring at his death shares of its stock owned by such shareholder or by the spouse or children of such shareholder;

3.15. Enter Ventures. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager any corporation, partnership, joint venture, trust, or other enterprise;

3.16. Exercise Powers. To have and exercise all powers necessary or convenient to effect its purposes; and

3.17. Other Activities. To engage in any other activity or business permitted under the laws of the United States and of any state where it does business, or of any other place in which it does business.

4. AUTHORIZED SHARES.

4.1. Number. The aggregate number of shares that the corporation shall have the authority to issue is five hundred (500) shares of capital stock with a par value of one and no/100 United States dollars (US\$1.00) per share. All shares issued shall be fully paid and non-assessable.

4.2. How Paid. All or any part of the stock of this corporation may be paid for completely or in part in cash, or may be issued completely or in part for cash, services, labor, or for the purchase of property or contracts at a just valuation to be fixed by the Board of Directors.

4.3. Initial Issue. One hundred (100) shares of the capital stock of the corporation shall be issued at a par value of one and no/100 United States dollars (US\$1.00) per share.

4.4. Stated Capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

4.5. Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

4.6. Classes of Stock. The shares of the corporation shall not be divided into classes.

4.7. Shares in Series. The corporation is not authorized to issue shares in series.

5. OFFICE AND REGISTERED AGENT.

5.1. Office. The initial street address in Florida of the initial principal office of the corporation is:

1006 Eagle Drive
Winter Haven
Florida 33881

5.2 Registered Agent. The initial registered agent of the corporation is:

Allene M. Dierksheide
1006 Eagle Drive
Winter Haven
Florida 33881

6. BOARD OF DIRECTORS. The initial Board of Directors shall consist of one (1) member, who need be neither a resident of the State of Florida nor a share holder of the corporation.

7. DIRECTORS. The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified, is as follows:

Dale H. Dierksheide
1006 Eagle Drive
Winter Haven
Florida 33881

8. MAJORITY. A majority vote of the outstanding stock of the corporation shall be required for any shareholder action.

9. AMENDMENTS. The shareholders shall have the power to adopt, amend, alter, change, or repeal these Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a majority vote of the outstanding stock of the corporation.

10. PRE-EMPTIVE RIGHTS. The shareholders shall have pre-emptive rights to purchase, at prices and upon terms and conditions that shall be set by the board of Directors, such of the shares of the stock of this corporation as may be issued for money, property, or services from time to time, in addition to that stock

Articles of Incorporation
Dale Dierksheide, Inc.
Page 5

authorized and issued by the corporation. The pre-emptive right of any shareholder shall be determined by the ratio of the authorized and issued shares of stock so held to all shares of stock authorized and issued.

11. INTERESTED DIRECTORS. No contracts or other transactions between this corporation and any other corporation shall be affected or invalidated by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested. No contract, act, or other transaction of this corporation with any person, firm, corporation, or other entity shall be invalidated or otherwise affected by the fact that any director of this corporation is a party to, or is interested in, such contract, act, or other transaction, or is in any way connected with such person, firm, corporation, or other entity. Each person, firm, corporation, or other entity, and each person who is or may become a director of this corporation, is hereby relieved from any liability that might otherwise exist or accrue from contracting with this corporation for the benefit of himself or any person, firm, corporation, or other entity in which he may in anywise be interested.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Winter Haven, Florida on the 7th day of March 1995


Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGN-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: DALE DIERKSHEIDE, INC.

2. The name and address of the registered agent and office is:

(Name)

ALLENE M. DIERKSHEIDE

(P.O. Box not acceptable)

1006 EAGLE DRIVE

(City/State/Zip)

WINTER HAVEN, FLA 33881

*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 perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.*

Allene M. Dierksheide
(Signature)

March 8, 1995
(Date)

22 December 1996

Ms. Terri Buckley
Division of Corporations
Florida Department of State
P.O. Box 632
Tallahassee, Florida 32314

P950000 19987

Dear Ms. Buckley:

In a meeting of the Board of Directors on 1 December 1996, it was unanimously decided to change the name of our company, DALE DIERKSHEIDE, INC., to D-SQUARED DESIGNS, INC. A preliminary review has shown that this name is available as a Florida corporation. We are requesting review and approval to use D-SQUARED DESIGNS, INC. as our company name.

A copy of the amendment is attached. Also inclosed is a check for \$43.75 for filing fee and a certificate of status.

Our assigned document number is P95000019987. The letter advising of filing articles of incorporation is number 895A00011033.

If there are any questions please call 941-291-8566 after January 2nd. Thank you for your assistance.

Sincerely,

Dale H. Dierksheide

Dale H. Dierksheide, Pres.
1006 Eagle Drive
Winter Haven, Florida 33881

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 DEC 27 PM 1:25

RECEIVED
96 DEC 27 AM 8:17
DIVISION OF CORPORATIONS

OK
P95000019987
NE
** Cert of Stat*
12-27-96

800002056318--7
-01/14/97--01027--009
*****43.75 *****43.75

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

DALE DIERKSHEIDE, INC.

FIRST:

In the Articles of Incorporation of DALE DIERKSHEIDE, INC. Article No. 1, NAME, "The name of the corporation is DALE DIERKSHEIDE, INC." has been amended to read "The name of the corporation is D-SQUARED DESIGNS, INC."

SECOND:

The date of adoption of this amendment is 1 December 1996 and should take effect as soon as officially approved.

THIRD:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 24 day of December, 1996

Signature Dale H. Dierksheide

Dale H. Dierksheide
Name

President
Title

96 DEC 27 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

P95000019987

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: DALE H. DIERKSHEIDE EIN or SS#: 302-28-4088

Address: 1006 EAGLE DR
WINTER HAVEN FL 33881

Amount: \$550.00 Date Paid 1 Aug 97

Reason for claim: Duplicate AR - P95000019987
SM 8/14/97

Certified true and correct this 26 day of AUGUST, 19 97.

Signature Dale H. Dierksheide

* Must be completed if authority is other than Section 215.26, Florida Statutes.

Thank You Dale

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund \$	<u>550.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on	
State Treasurer's Receipt No.	<u>94108/028</u> dated <u>08-05-97</u>
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations	(Agency)
(Authorized Signature and Title)	