

SENT: Mershon Sawyer

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Mershon Sawyer- DIV OF CORPORATIONS 1

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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RMD, INC.

FAX AUDIT NUMBER: H95000003205

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/21/1995

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ARTICLES OF INCORPORATION**OF****RMQ, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.**Name**

The name of this Corporation shall be RMQ, INC.

ARTICLE II.**Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation shall be as follows:

- a) This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.
- c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.
- d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.
- e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges,

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Marston, Sawyer, Johnston, Danwody & Cole
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assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III. Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$.01 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

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ARTICLE IV.
Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

David F. Parish, Esquire
Marshon, Sawyer, Johnston, Dunwoody & Cole
First Union Financial Center, Suite 4500
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Principal Office, Registered
Office and Registered Agent

The address of the principal office of this Corporation is 3555 Pinewalk Drive North, Suite 104, Margate, Florida 33063 and the mailing address is 3555 Pinewalk Drive North, Suite 104, Margate, Florida 33063. The street address of the initial registered office of this Corporation in the State of Florida shall be 3555 Pinewalk Drive North, Suite 104, Margate, Florida 33063. The name of the initial registered agent of the Corporation at the above address shall be Thomas C. Birch. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the By-Laws.

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**ARTICLE VIII.
Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE IX.
By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X.
Transactions In Which Directors
Or Officers Are Interested**

a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

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b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI.
Indemnification of Directors
and Officers

Section 1. Terms used in this Article XI shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) constitute a tortious act relating to such person's actions in a personal or professional capacity or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (C) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

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Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article XI and despite any contrary determination of the Board of Directors or, if applicable, the membership of the Corporation, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction. On receipt of an application, such court, after any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850 or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article XI or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article XI.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation pursuant to F.S. Section 607.0850(7) is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of members, if any, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

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Section 5. Any indemnification under this Article XI shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XI. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
 - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of a quorum of the shareholders including, if applicable, shareholders who were parties to such proceeding as well as shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XI. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such

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amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XI.

Section 7. Indemnification and/or advancement of expenses as provided in this Article XI shall continue, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article XI shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

Section 9. Nothing in this Article XI is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the Corporation's officers and Directors.

ARTICLE XII.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 20th day of March, 1995.


_____(SEAL)
David F. Parish, Esquire
Incorporator

David F. Parish, Esquire
Mereson, Sawyer, Johnston, Dunwoody & Cole
First Union Financial Center
200 South Biscayne Boulevard, Suite 4500
Miami, Florida 33131 - FL. Bar No.: 275786
(305) 398-5100

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SENT BY: Mereshon, Sawyer

3-21-95 9:45

Mereshon, Sawyer - DIV OF CORPORATIONS 11

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:


RMQ, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 3555 Pinewalk Drive North, Suite 104, Margate, Florida 33063, as its initial Registered Office and has named Thomas C. Birch, located at said address as its initial Registered Agent.

BY:


David P. Parish, Esq.
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.

BY:


Thomas C. Birch
Registered Agent

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FLORIDA DIVISION OF CORPORATIONS

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FROM: MERAHON, SAWYER, JOHNSTON, DUNWODY &
200 S BISCAYNE BLVD
SUITE 4500
MIAMI FL 33131-23870-0000

CONTACT: CLAUDIA B HOYOS

PHONE: (305) 358-5100

FAX: (305) 376-8654

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ARTICLES OF CORRECTION
TO ARTICLES OF INCORPORATION
OF RMQ, INC.

The undersigned incorporator hereby files these Articles of Correction to the Articles of Incorporation of RMQ, Inc. pursuant to Florida Statute Section 607.0124.

1. The Articles of Incorporation for RMQ, Inc., were filed on March 21, 1995 under Document Number: P95000022643.

2. Article VI. Address of Principal Office, Registered Office and Registered Agent.
The address for the principal place of business, mailing address and Registered Agent's address reflected in the Articles of Incorporation as 3555 Pinewalk Drive North, Suite 104, Margate Florida 33063, contain a typographical error as to the street number in the address.

3. The correct address for the principal place of business, mailing address and Registered Agent's address should be reflected as 3355 Pinewalk Drive North, Suite 104, Margate, Florida 33063.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Articles of Incorporation, has hereunto set his hand and seal this 28th day of March, 1995.



David F. Parish, Esquire
Incorporator

David F. Parish, Esquire
Mershon, Sawyer, Johnston, Dunwoody & Cole
First Union Financial Center, Suite 4500
200 South Biscayne Boulevard
Miami, Florida 33131 - FL Bar No.: 275786
(305) 358-5100

HQS 000003620

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

26 OCT 17 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000022645**

1. Corporation Name
RMQ, INC.

Principal Place of Business
**3355 PINEWALK DRIVE NORTH
SUITE 104
MARGATE FL 33063**

Mailing Address
**3355 PINEWALK DRIVE NORTH
SUITE 104
MARGATE FL 33063**



REINSTATEMENT 96 ew

If above addresses are incorrect in any way, list through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable
723 LARI DAWN
Suite, Apt. #, etc.

3. New Mailing Office Address, If Applicable
723 LARI DAWN
Suite, Apt. #, etc.

4. Date incorporated or Qualified
To Do Business in Florida

03/21/1985

City & State
SAN ANTONIO TX
Zip
78258 Country
USA

City & State
SAN ANTONIO TX
Zip
78258 Country
USA

5. FEI Number

65-0577081

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

7. Name and Street Address of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
President	RAYMOND M. QUINN	723 LARI DAWN	SAN ANTONIO TX 78258

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-10/25/96--01091--022
****375-00--****375-00

8. Name and Address of Current Registered Agent

BIRCH
BIRCH, THOMAS C
3355 PINEWALK DRIVE NORTH
SUITE 104
MARGATE FL 33063

9. Name and Address of New Registered Agent

Name
RAYMOND M. QUINN
Street Address (P.O. Box Number is Not Acceptable)
723 LARI DAWN
Suite, Apt. #, Etc.
City
SAN ANTONIO State
FL Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

THOMAS C BIRCH
REGISTERED AGENT MUST SIGN
Registered Agent

Date
9/16/96

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☐

(See other side for information
on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

RAYMOND M QUINN

Date

Daytime Phone #