

1201 HAYS STREET  
TALLAHASSEE, FL 32304-1007  
TAL-2-2-1007 FAX  
TAL-2-2-1007 FAX

800 8086



network

PROVIDE ALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. 072100000032

REFERENCE : 861234 4336650

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pignatelli*

ORDER DATE : February 27, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 861234

500001725375

CUSTOMER NO: 4336650

CUSTOMER: John Pantin, Esq  
BAKER & MCKENZIE

Suite 1600  
701 Brickell Avenue  
Miami, FL 33131

EFFECTIVE DATE  
FEB 26 1996

DOMESTIC FILING

NAME: VERDAN LABORATORIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James L Hawkins

EXAMINER'S INITIALS:

RECEIVED  
96 FEB 27 AM 11:08  
DIVISION OF CORPORATION

FILED  
96 FEB 27 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

T. BROWN FEB 28 1996

EFFECTIVE DATE  
~~FEB 26 1996~~

ARTICLES OF INCORPORATION  
OF  
VERDAN LABORATORIES, INC.

FILED  
96 FEB 27 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: VERDAN LABORATORIES, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, with a par value of \$ 1.00 per share.

ARTICLE IV

Address

The address of the principal office of the corporation, and its mailing address, is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 701 Brickell Avenue, Suite 1600, Miami, Florida 33131. The name of the initial registered agent at such office is Jonathan H. Warner, Esq.

## ARTICLE VI

### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that such person is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VII

### Incorporator

(a) The name and address of the incorporator of the corporation are: Jonathan H. Warner, Esq., 701 Brickell Avenue, Suite 1600, Miami, Florida 33131.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

## ARTICLE IX

### Commencement of Corporate Existence

This Corporation shall commence its existence on February 26, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of February, 1996.

  
Jonathan H. Warner, Esq.

**ACCEPTANCE OF APPOINTMENT**

**AS**

**REGISTERED AGENT**

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
Jonathan H. Warner, Esq.

**FILED**  
**96 FEB 27 AM 8:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**