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DIVISION OF CORPORATION

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OFFICE USE ONLY

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1. DELDINE, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

5.15.96

**ARTICLES OF INCORPORATION  
OF  
DELDINE, INC.**

FILED  
SECRETARY OF STATE  
JAN 11 1995  
8:58 AM '95

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 807 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **DELDINE, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1001 Seafarer Circle, Unit 204, Jupiter, Florida 33477 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Derek L. Carter
Secretary:	Paula A. Carter
Treasurer:	Paula A. Carter

whose addresses shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Derek L. Carter  
Paula A. Carter

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer<sup>®</sup> Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer<sup>®</sup> Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

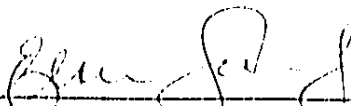
#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**AMERILAWYER<sup>®</sup>**

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this MAY 10 1998

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

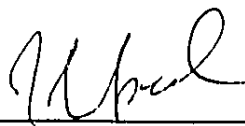
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FILED  
SECRETARY OF STATE  
CORPORATION DIVISION  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered  
office of the Corporation name above, and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under the applicable provisions of  
the Florida Statutes.

AmeriLawyer® Chartered

By:   
\_\_\_\_\_  
Lawrence J. Spiegel, President



P960000 41401

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DELDINE, INC.  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 JUN 11 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
95 JUN 11 AM 10:56  
DIVISION OF CORPORATIONS

Merger  
6/11

Examiner's Initials

**ARTICLES OF MERGER  
OF  
DELDINE, INC.,  
a California corporation  
into  
DELDINE, INC.,  
a Florida corporation**

RECEIVED  
JUN 11 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER** between **DELDINE, INC.**, a Florida corporation ("Surviving Corporation") and **DELDINE, INC.**, a California corporation ("Nonsurviving Corporation").

Pursuant to §607.1105 of the Florida Statutes, the Surviving corporation and the Nonsurviving corporation adopt the following Articles of Merger:

**ARTICLE-1**

The name of the Surviving corporation has not been changed as a result of the Merger. The name of the corporation surviving the Merger is:

**Deldine, Inc.,  
a Florida Corporation**

**ARTICLE-2**

The Surviving corporation is a domestic corporation, incorporated in the State of Florida on May 14, 1996.

**ARTICLE-3**

The name of the Nonsurviving corporation is:

**Deldine, Inc.,  
a California Corporation**

**ARTICLE-4**

The state of domicile of the Nonsurviving corporation is the State of California, and the date of incorporation of the Nonsurviving corporation is July 17, 1985.

**ARTICLE-5**

The Plan of Merger dated the 4th day of June, 1996 ("Plan of Merger"), between Surviving corporation and the Nonsurviving corporation was adopted by the Board of Directors of the Surviving corporation on the 3rd day of June, 1996 since shareholder approval of the Plan of Merger is not required by the shareholders of the Surviving corporation pursuant to §607.1103(7)/§607.1103(1) of the Florida Statutes and was adopted by the Board of Directors of the Nonsurviving corporation on the 3rd day of June, 1996 since shareholder approval of the Plan of Merger is not required by the shareholders of the Nonsurviving corporation pursuant to §1100 of the California Statutes.

**ARTICLE-6**

Pursuant to the Plan of Merger, all issued and outstanding shares of Nonsurviving corporation's stock will be acquired by means of a merger of the Nonsurviving corporation into the Surviving corporation with the Surviving corporation being the surviving corporation ("Merger").



**ARTICLE-7**

The Plan of Merger as approved is on file at the principal place of business of the Surviving corporation at 1001 Seafarer Circle, Unit 204, Jupiter, Florida 33477 and is attached as Exhibit "A" and incorporated by reference as if fully set forth.

**ARTICLE-8**

The Surviving corporation shall furnish a copy of the Plan of Merger on request and without cost, to any shareholder of any such merging corporation.

**ARTICLE-9**

Pursuant to §607.1105(1)(b) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

**IN WITNESS WHEREOF**, the parties have set their hands this 4th day of June, 1996.

**DELDINE, INC., a Florida corporation**

By: 

Derek L. Carter, President

By: 

Paula A. Carter, Secretary

**DELDINE, INC., a California corporation**

By: 

Derek L. Carter, President

By: 

Paula A. Carter, Secretary

## PLAN OF MERGER

Merger Between **DELDINE, INC.**, a Florida corporation (the "Surviving Corp.") and **DELDINE, INC.**, a California corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §607.1107 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 350 shares of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Disappearing Corp. stock owned fractional shares.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.


7. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.


8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 4 day of June, 1996.


DELDINE, INC., a Florida corporation

By:   
Derek L. Carter, President

By:   
Paula A. Carter, Secretary

DELDINE, INC., a California corporation

By:   
Derek L. Carter, President

By:   
Paula A. Carter, Secretary

# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 17th day of July, 19 85,

DELDINE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of

May 8, 1996



*Bill Jones*

Secretary of State

P96000041401



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

DELDINE, INC., a California corporation, not qualified in Florida

INTO

DELDINE, INC., a Florida corporation, P96000041401

File date: June 11, 1996

Corporate Specialist: Karen Gibson