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Law Offices

RICHMAN, DEIFIK, LANIER AND ROSS

A PROFESSIONAL ASSOCIATION

Kenneth W. Richman, Jr. ¹
Celia Ellen Deifik ¹
Suzanne D. Lanier
Donald K. Ross, Jr. ¹

¹ Board Certified Real Estate
¹ Master of Law in Taxation

Poinciana Professional Park
2640 Golden Gate Parkway
Suite 206
Naples, Florida 33942-3203
(941) 434-7700
Telefax (941) 434-7303

May 21, 1996

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

800001837700
-05/24/96--01007--015
*****78.50 *****78.50

TRANSMITTAL LETTER

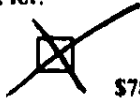
RE: N.D.G., INC.

Enclosed is an original and one (1) copy of the articles of incorporation of the above-captioned corporation and a check for:

☐

\$70.00

Filing Fee



\$78.50

Filing Fee
& Certificate

☐

\$122.50

Filing Fee
& Certified Copy

☐

\$131.25

Filing Fee
& Certified Copy
& Certificate

FROM: Kenneth W. Richman, Jr.

Richman, Deifik, Lanier and Ross, P.A.
2640 Golden Gate Parkway, Suite 206
Naples, FL 33942-3203

Sincerely,

Richman, Deifik, Lanier and Ross, P.A.


Kenneth W. Richman, Jr.

Enclosures: two

FILED
96 MAY 23 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/30/96
TB

ARTICLES OF INCORPORATION

OF

N.D.G., INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

CORPORATE NAME

The name of this corporation is N.D.G., INC.

ARTICLE II.

ADDRESS OF CORPORATION

The address of the principal office of the Corporation, or the mailing address of the Corporation, if the principal office is not yet known, is 1045 Fifth Avenue North, Naples, FL 33940-5880.

ARTICLE III.

DURATION

The corporation shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles or upon filing.

ARTICLE IV.

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V.

NUMBER AND CLASS OF STOCK

The corporation is authorized to issue one class of stock which shall consist of 1000 shares of \$1.00 par value common stock, and which shall be designated "common shares".

6
~~EXPIRATION DATE~~
~~2/20/96~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his 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 VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2640 Golden Gate Parkway, Suite 206, Naples, FL 33942, and the name of the initial registered agent of the corporation at that address is Kenneth W. Richman, Jr.. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three. The names and addresses of the initial directors of the corporation are:

| Name | Address |
|-------------------|--|
| Danny L. Layel | 2480 10th Street North, Naples, FL 33940 |
| Gilbert F. Landry | 11431 Waterford Village Dr., Ft. Myers, FL 33913 |
| Nina B. Mason | 400 Charlemagne Blvd., Naples FL 33962 |

ARTICLE IX.

INCORPORATOR

The name and address of the person signing these Articles is:

| Name | Address |
|----------------|--|
| Danny L. Layel | 2480 10th Street North, Naples, FL 33940 |

ARTICLE X.

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE XI.
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of May, 1996.

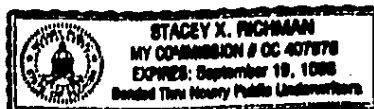
Danny L. Layel
Danny L. Layel

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of May, 1996, by Danny L. Layel, who is personally known to me or who has produced _____ as identification.

Stacey X. Richman
Notary Public
Typed Name: Stacey X. Richman
My Commission Number is:
My Commission Expires:



**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 DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

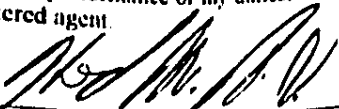
1. The Name of the corporation is: N D G., INC.

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

Kenneth W. Richman, Jr.
2640 Golden Gate Parkway, Suite 206
Naples, Florida 33942-3203

ACCEPTANCE

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.


Kenneth W. Richman, Jr.

5/20/96
(Date)

FILED
MAY 23 PM 3:43
STATE
SECRETARY OF
TREASURY
FLORIDA