

P96000063979



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 037253 4331939

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 122.50

ORDER DATE : July 30, 1996

ORDER TIME : 2:30 PM

ORDER NO. : 037253

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

8000001908978

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 30 PM 1:14

DOMESTIC FILING

NAME: CORPORATE MEDIATION DESIGN
CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

*CLARETHA, I will send you the original tomorrow, I need today's file date. No need to do a reject letter.

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
95 JUL 30 PM 3:09
DIVISION OF CORPORATIONS

7/31/96

**ARTICLES OF INCORPORATION
OF
CORPORATE MEDIATION DESIGN CONSULTANTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 30 PM 1:14

ARTICLE I - NAME

The name of the Corporation is **CORPORATE MEDIATION DESIGN CONSULTANTS, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, \$.01 par value per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 3000 N.E. 30th Place, Fort Lauderdale, Florida 33306.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial directors of the Corporation are as follows:

William A. Hertan
Richard L. Hertan

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is C. Deryl Couch, 515 East Las Olas Boulevard, 15th Floor, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

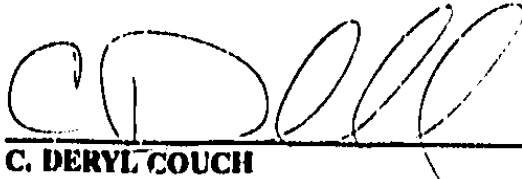
ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

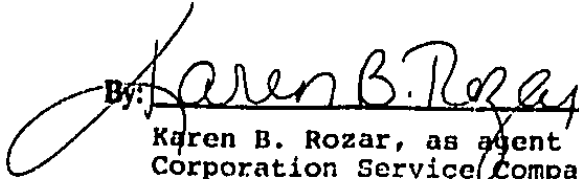
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 30th day of July, 1996.


C. DERYL COUCH
Incorporator

**CONSENT OF REGISTERED AGENT
OF
CORPORATE MEDIATION DESIGN CONSULTANTS, INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of **CORPORATE MEDIATION DESIGN CONSULTANTS, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY,
Registered Agent

By: 
Karen B. Rozar, as agent for
Corporation Service Company

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUL 30 PM 1:14

1201 HAYS STREET
TALLAHASSEE, FL 32309-2607
904-222-9071

800-342-8086



P96000063979

RECEIVED
96 AUG 15 PM 12:09
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 054845 4331939

AUTHORIZATION : *Valencia Pizit*

COST LIMIT : \$ 87.50

ORDER DATE : August 15, 1996

ORDER TIME : 11:15 AM

ORDER NO. : 054845

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

8/15/96 12:03 PM

DOMESTIC AMENDMENT FILING

NAME: CORPORATE MEDIATION DESIGN
CONSULTANTS, INC.

RECEIVED
55 AUG 15 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE:

**NEEDS TODAYS FILE DATE WILL
SEND THE ORIGINAL TOMORROW.

THANK YOU
KAREN ROZAR

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

8/16
Karen Rozar
C.C.

FILED
96 AUG 15 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CORPORATE MEDIATION DESIGN CONSULTANTS, INC.**

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, C. Deryl Couch, the Incorporator of **CORPORATE MEDIATION DESIGN CONSULTANTS, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were duly filed by the Department of State of the State of Florida on July 30, 1996, **DOES HEREBY CERTIFY:**

1. The name of the Corporation is **CORPORATE MEDIATION DESIGN CONSULTANTS, INC.**


2. Article I of the Articles of Incorporation of the Corporation is hereby amended as follows:

"The name of the Corporation is **EMPLOYEE DISPUTE
RESOLUTION, INC.** (hereinafter called the "Corporation")"

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by the Incorporator of the Corporation as of the 15th day of August, 1996, pursuant to Section 607.1005 of the Florida Business Corporation Act, without shareholder action as the Corporation has not yet issued shares of its stock.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal
of the Corporation this 15th day of August, 1996.


C. DERYL COUCH
Incorporator

STATE OF FLORIDA)

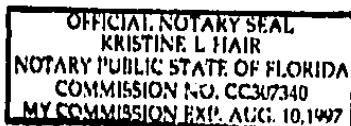
COUNTY OF BROWARD)

SS:

The foregoing instrument was acknowledged before me this 15 day of August, 1996
by C. Deryl Couch. He personally appeared before me, is personally known to me or
produced NA as identification.

[NOTARIAL SEAL]

Notary: Kristine L Hair
Print Name: Kristine L Hair
Notary Public, State of Florida
My commission expires: 8-10-97



P96000063979

EMC

EXECUTIVE MANNING CORPORATION

3000 N.E. 30th Place Suite 405
Fort Lauderdale, FL 33306

IC #

Officer Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
97 SEP 11 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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 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

000002290400-- 7
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*****43.75 *****43.75

VS SEP 18 1997

Voldis

ARTICLES OF DISSOLUTION

FILED
97 SEP 11 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Employee Dispute Resolution, Inc.

SECOND: The date dissolution was authorized: September 8, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

All Members

(voting group)

Signed this 9 day of September, 1997

Signature

[Signature]
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Richard L. Hester
(Typed or printed name)

President
(title)