

*P96000078372*

September 16, 1996

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 SEP 19 PM 1:12

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

Re: Articles of Incorporation  
Nedmar, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Nedmar, Inc. Also enclosed is a check in the amount of \$122.50, representing the filing fee and certified copy fee of the Articles, and a self-stamped, addressed envelope for the return of the certified copy of same.

Thank you for your attention to this matter.

Sincerely yours,

*Martha D. Caldwell*

Martha D. Caldwell

*6541 Sherman Street  
Hollywood, Fl. 33024*

100001952141  
09/19/96--01101--010  
\*\*\*122.50 \*\*\*122.50

Encls.

**ARTICLES OF INCORPORATION**

**OF**

**NEDMAR, INC.**

FILED IN STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 SEP 19 PM 1:12

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

**ARTICLE I**

The name of this corporation is **NEDMAR, INC.**

**ARTICLE II**

The duration of the corporation shall be perpetual.

**ARTICLE III**

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE IV**

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE V**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is Six Hundred Thousand (600,000) shares of common stock each having a par value of \$.01 per share.

## ARTICLE VI

### Indemnification of Directors, Officers and Other Authorized Representatives

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify the officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, 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 to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association,

trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

**ARTICLE VII**

The initial street address of the registered office of this corporation in the State of Florida is 6541 Sherman Street, Hollywood, Florida 33024.

The name of the initial registered agent at such address is MARTHA D. CALDWELL.

**ARTICLE VIII**

The initial Board of Directors shall consist of three members.

The initial Directors and their addresses are:

<u>Name</u>	<u>Address</u>
Edward E. Caldwell	6541 Sherman Street Hollywood, Florida 33024
Martha D. Caldwell	6541 Sherman Street Hollywood, Florida 33024
Christine M. Almuina	30 Sheeah Blvd., #20 Winter Springs, Florida 32706

**ARTICLE IX**

The names and addresses of the persons signing these Articles are:

Edward E. Caldwell	6541 Sherman Street Hollywood, Florida 33024
Martha D. Caldwell	6541 Sherman Street Hollywood, Florida 33024

**ARTICLE X**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Martha D. Caldwell	6541 Sherman Street Hollywood, Florida 33024

**ARTICLE XI**

The initial mailing address of the Corporation shall be:

6541 Sherman Street  
Hollywood, Florida 33024

IN WITNESS WHEREOF, the undersigned have executed these  
Articles of Incorporation this 11th day of September, 1996.

*Edward E. Caldwell*  
\_\_\_\_\_  
EDWARD E. CALDWELL

*Martha D. Caldwell*  
\_\_\_\_\_  
MARTHA D. CALDWELL

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, on this 11th day of  
September, 1996, personally appeared EDWARD E. CALDWELL and  
MARTHA D. CALDWELL, personally known to me to be the persons  
described in and who signed the foregoing Articles of  
Incorporation and they acknowledged to me that they executed the  
same freely and voluntarily, for the uses and purposes therein  
expressed.

WITNESS my hand and official seal the date aforesaid.

[SEAL]



SARAH MCELRATH HOAG  
My Commission CC529662  
Expires Mar. 05, 2000

NOTARY PUBLIC  
STATE OF FLORIDA

*Sarah McElrath Hoag*  
\_\_\_\_\_  
Signature of Notary Public

Print Name: Sarah McElrath Hoag

My Commission Expires:

March 5, 2000

FILED STATE  
SECRETARY OF CORPORATIONS  
96 SEP 19 PM 1:12

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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:

NEDMAR, INC

2. The name and address of the Registered Agent and Office is:

Martha D. Caldwell  
6541 Sherman Street  
Hollywood, Florida 33024

Signature *Martha D. Caldwell*

Date 9/11/96

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.

*Martha D. Caldwell*  
Martha D. Caldwell

Date 9/11/96