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ACCOUNT NO. : 07210000003217 AM11:29

REFERENCE : 334180 7110815 DIVISION OF CORPORATION

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 334180-005

CUSTOMER NO: 7110815

200002146322--7

CUSTOMER: Ms. Zaida Hernandez  
ADAMS GALLINAR IGLESIAS &  
PALENZUELA, P.A.  
Suite 2150  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: CHADEB, 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: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR 17 AM 11:57  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

BN APR 17 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**CHADEB, INC.**

**FILED**  
97 APR 17 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is **CHADEB, INC.**, and its address is 2365 N.W. 43rd Street, Boca Raton, Florida 33431.

**ARTICLE II**

**DURATION**

The duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSES**

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE IV**

##### **AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: 701 Brickell Avenue, Suite 2150, Miami, Florida 33131, and the name of its initial registered agent at such address is: Adams, Gallinar, Iglesias & Palenzuela, P.A.

#### **ARTICLE VI**

##### **DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Charles M. Herington

2365 N.W. 43rd Street  
Boca Raton, Florida 33431

Deborah A. Herington

2365 N.W. 43rd Street  
Boca Raton, Florida 33431

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator is:

Robert R. Adams, Esq.  
701 Brickell Avenue, Suite 2150  
Miami, Florida 33131

**ARTICLE VIII**

**INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 16<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
Incorporator  
ROBERT R. ADAMS

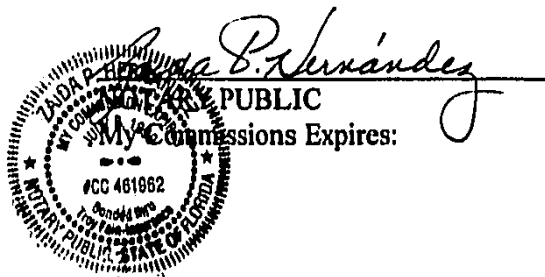
**STATE OF FLORIDA )**

**)ss:**

**COUNTY OF DADE )**

**BEFORE ME**, personally appeared Robert R. Adams, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, this 16<sup>th</sup> day of April, 1997.



**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Adams, Gallinar, Iglesias & Valenzuela, P.A.

By: 

Name: ROBERT R. ADAMS

Title: PRESIDENT

RRA0125.WPD

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97 APR 17 AM 11:57  
SEC. OF STATE, FLORIDA  
TALLAHASSEE, FLORIDA