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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE 505808 4355011

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : August 22, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 505808-005

300002274823--7

CUSTOMER NO: 4355011

CUSTOMER: Brent G. Wolmer, Esq  
LEWIS VEGOSEN ROSENBAACH &  
SILBER, P.A.  
P. O. Box 4388

West Palm Beach, FL 33402-4388

DOMESTIC FILING

NAME: CDM HOLDINGS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED  
97 AUG 22 PM 1:51  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG 22 AM 11:32  
DIVISION OF CORPORATION

SN AUG 22 1997

8/21/97

ARTICLES OF INCORPORATION  
OF  
CDM HOLDINGS, INC.

FILED  
97 AUG 22 PM 1:51  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CDM Holdings, Inc.

ARTICLE II - PRINCIPAL ADDRESS

c/o Brent G. Wolmer, Esquire  
500 South Australian Avenue, 10th Floor  
West Palm Beach, Florida, 33401

and the mailing address of the corporation shall be the same.

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business and activities permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Brent G. Wolmer, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida, 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors. This Corporation shall have two Directors initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws.

ARTICLE VIII - INCORPORATOR

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

Brent G. Wolmer  
500 South Australian Avenue - 10th Floor  
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

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

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - AMENDMENT

The 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 Stockholders is subject to this reservation.

ARTICLE XII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind,

class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of August, 1997.

B.G. Wolmer

Brent G. Wolmer, Incorporator

STATE OF FLORIDA           )  
                                      ) SS  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, BRENT G. WOLMER, personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 21<sup>st</sup> day of August, 1997.

Beverly A. Calderon

Beverly A. Calderon

Notary Public

Commission No. CC414214

My commission expires:



BEVERLY A. CALDERON  
My Commission CC414214  
Expires Oct. 18, 1998  
Bonded by HAI  
800-422-1886

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0501 OF THE FLORIDA  
STATUTES, CDM HOLDINGS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS  
NAMED BRENT G. WOLMER LOCATED AT 500 SOUTH AUSTRALIAN AVENUE, 10TH  
FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, 33401, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: B.G. Wolmer  
BRENT G. WOLMER, Incorporator

DATED: AUGUST 21, 1997

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AND AGREE TO  
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE: B.G. Wolmer  
BRENT G. WOLMER, Registered Agent

DATED: AUGUST 21, 1997

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FILED  
97 AUG 22 PM 1:52  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE