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REPLY TO: CORAL GABLES

October 10, 1997

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation  
Bildex International, Inc.

000002318660--4  
-10/13/97--01076--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find my check in the amount of \$122.50  
representing filing fees and certified copy costs for the  
attached Articles of Incorporation.

Please return a certified copy of the enclosed Articles of  
Incorporation at your earliest convenience.

If you have any questions, please feel free to contact me  
directly.

Very truly yours,

*Joseph W. Ligman*  
JOSEPH W. LIGMAN

JWL:jb

Enclosure - Articles of Incorporation (orig. and one copy)  
Check

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 13 PM 2:38



10/14/97

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
BILDEX INTERNATIONAL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 13 PM 2:38

The undersigned, acting as the incorporators of a corporation, under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:

BILDEX INTERNATIONAL, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be any and all business of whatever lawful nature.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) shares, all of which shall be of no par value and each of which shares shall be issued fully paid and non-assessable and shall be payable in lawful money of the United States of America, or in service or property at just valuation, to be fixed by the Directors of the corporation at the organization meeting, or any meeting held for that purpose.

#### ARTICLE IV

The minimum amount of capital with which the corporation shall begin business shall be ONE HUNDRED AND NO/100 (\$100.00) DOLLARS.

#### ARTICLE V

The corporation shall have a perpetual existence.

#### ARTICLE VI

The initial Post Office address of the principal office of this corporation in the State of Florida is:

750 N.W. 107 Street

Miami, Florida 33168

#### ARTICLE VII

This corporation shall have three directors, initially, the number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE VIII

The names and Post Office addresses of the first Board of Directors and Officers of the corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

Michael Kavanaugh  
President

4177 Wieuca Road N.E.  
Atlanta, Georgia 30342

#### ARTICLE IX

The management and control of the business of this corporation shall be conducted under the direction of the Board of Directors by the officers who shall be elected by the Board of Directors, to

wit: a President, Vice President, a Treasurer and a Secretary; one or more of said officers may hold one or more of said offices.

No persons holding two offices shall act in or execute any instrument in the capacity of more than one office.

#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a 51% majority of the stockholders entitled to vote thereon.

#### ARTICLE XI

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

a. To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

b. To set apart out of any funds of the corporation available for dividends, a reserve or reserves in the manner in which it was created.

c. When and as authorized by the affirmative vote of the stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the stockholders of record holding stock in the corporation entitling them to exercise all of its property and assets, including its good will and its corporation franchises, or any property or assets essential to the

business of the corporation, upon the terms and conditions as the Board of Directors deem expedient and for the best interest of the corporation.

ARTICLE XII

The resident agent of the corporation upon whom process may be served:

| <u>NAME</u>      | <u>ADDRESS</u>                                      |
|------------------|---|
| Joseph W. Ligman | 230 Catalonia Avenue<br>Coral Gables, Florida 33134 |

ARTICLE XIII

The name and address of each Incorporator is:

| <u>NAME</u>       | <u>ADDRESS</u>                                  |
|-------------------|---|
| Michael Kavanaugh | 4177 Wieuca Road N.E.<br>Atlanta, Georgia 30342 |

IN WITNESS WHEREOF, the Incorporator(s) have hereunto set their hand and seal on this 10<sup>th</sup> day of October, 1997.

  
MICHAEL KAVANAUGH

STATE OF FLORIDA :  
: SS  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared MICHAEL KAVANAUGH to be

known to be the persons described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at Coral Gables, Dade County, Florida, on this 10<sup>th</sup> day of October, 1997.

My Commission Expires: 12/12/98

Personally known ✓

-or-

Produced identification                     

Type of I.D. Produced:                                     

Robert S. Naranjo  
NOTARY PUBLIC



ROBERT S. NARANJO  
COMMISSION # CC 425856  
EXPIRES DEC 12, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 13 PM 2:38

CERTIFICATE OF DESIGNATION OF RESIDENT AGENT

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act:

That BILDEX INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 750 N.W. 107 Street, Miami, Florida 33168, has named JOSEPH W. LIGMAN, located at 230 Catalonia Avenue, City of Coral Gables, County of Dade, State of Florida, 33134, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

BY:

  
JOSEPH W. LIGMAN