

P9800020513
LAW OFFICES
ALLEY, MAASS, ROGERS & LINDSAY, P.A.
FILED

321 ROYAL POINCIANA PLAZA SOUTH

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FROM BROWARD (954) 421-1540

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, JR.
DAVID H. BAKER
WILLIAM W. ATTERBURY III
LOUIS L. HAMBY III
ROBB R. MAASS
M. TIMOTHY HANLON
KURT E. BOSSHARDT
WARREN D. HAYES, SR.
GENE D. LIPSCHER
STUART J. HAFT
KENNETH T. LETSCH

98 MAR -2 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FORT LAUDERDALE OFFICE
1600 S.E. 17TH STREET CAUSEWAY
SUITE 404
FORT LAUDERDALE, FLORIDA 33316
(954) 767-0215
FACSIMILE (954) 761-7644

February 24, 1998

EFFECTIVE DATE

2-24-98
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*****70.00 *****70.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

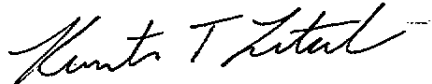
Re: CD Holland, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00 for the filing fee.

Please stamp as filed the enclosed copy of the Articles and return them to me. Thank you for your help in this matter.

Sincerely,



Kenneth T. Letsch

Enclosures

P. Hall
MAR - 4 1998

ARTICLES OF INCORPORATION
OF

CD Holland, Inc.

FILED
98 MAR -2 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is CD Holland, Inc.

EFFECTIVE DATE

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is:

CD Holland, Incorporated
8788 N. Military Trail
Palm Beach Gardens, Florida 33410.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

Diann C. Holland
8788 N. Military Trail
Palm Beach Gardens, Florida 33410

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Hans Mullinnix Holland
400 North Flagler Drive
West Palm Beach, FL 33401.

Article IX - Incorporator

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

Kenneth T. Letsch
321 Royal Poinciana Plaza
Palm Beach, Florida 33480

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

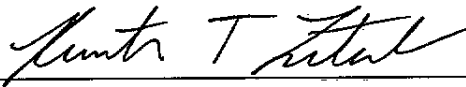
Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This 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 Shareholders is subject to this reservation.


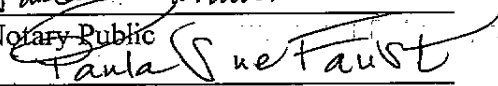
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of February, 1998.



Kenneth T. Letsch

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

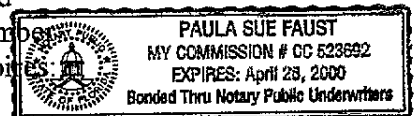
The foregoing instrument was acknowledged before me this 24th day of February, 1998 by Kenneth T. Letsch, who is personally known to me.


Notary Public


Notary Public Printed

My Commission Number

My Commission Expires



Acceptance of Designation

FILED

The undersigned, Diann C. Holland, hereby accepts the designation as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

03 MAR -2 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diann C. Holland

Diann C. Holland

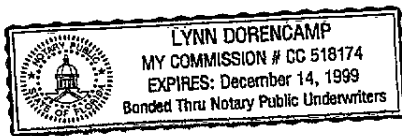
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SS: _____

The foregoing instrument was acknowledged before me this 26th day of February, 1998 by
Diann C. Holland. produced FL DL#
~~Kenneth T. Letsch~~, who is personally known to me. FL DL# H453-163-47-797-0

exp 8/17/01



Lynn Dorencamp
Notary Public

Lynn Dorencamp
Notary Public Printed

My Commission Number:

My Commission Expires: