

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*P980000*  
*Berkley - Gilmer, Inc.*

*107517*

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE  
CORPORATION DIVISION

Signature \_\_\_\_\_

Requested by: *Cher*

Name \_\_\_\_\_

Date *12-29*

Time *950*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark *900002724999--S*  
*12/29/98-01057-021*

\_\_\_\_ Merger File *\*\*\*\*\*70.00 \*\*\*\*\*70.00*

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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*W*

ARTICLES OF INCORPORATION OF  
BERKLEY-GILMER, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida:

ARTICLE I - NAME

The name and principal address of the corporation shall be:

BERKLEY-GILMER, INC.  
6405 CONGRESS AVENUE  
BOCA RATON, Florida 33487

ARTICLE II - PURPOSE AND DURATION

The corporation is organized for the following purposes:

- a. To engage in and transact any and all lawful business; and
- b. To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this business.

The duration of the Corporation shall be perpetual or until dissolved by vote of the shareholders, as hereafter provided.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 100 initial shares of stock, having \$1.00 (one dollar) par value per share. Said shares shall be of a single class of common stock. Each said share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The number of shares issued; class; voting power; and par value shall be determined from time to time by the Board of Directors.

ARTICLE IV- BOARD OF DIRECTORS and OFFICERS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two Directors initially. The number of directors may be thereafter increased or decreased from time to time, in accordance with the Bylaws of the corporation.

The names and addresses of the initial members of the Board of Directors are:

DIRECTORS:

RONALD S. BERKLEY  
6405 CONGRESS AVENUE  
BOCA RATON, FLORIDA 33487

JOHN L. GILMER  
6405 CONGRESS AVENUE  
BOCA RATON, FLORIDA 33487

The names and addresses of the initial officers are:

OFFICERS:

PRESIDENT/  
SECRETARY:

RONALD S. BERKLEY  
6405 CONGRESS AVENUE  
BOCA RATON, FLORIDA 33487

VICE-PRESIDENT/  
TREASURER:

JOHN L. GILMER  
6405 CONGRESS AVENUE  
BOCA RATON, FLORIDA 33487

#### ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

DEBORAH A. ROTH  
21301 POWERLINE ROAD, SUITE 310  
BOCA RATON, FL. 33433

#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Office and Agent of the corporation are:

DEBORAH A. ROTH, P.A.  
21301 POWERLINE ROAD, SUITE 310  
BOCA RATON, FLORIDA 33433

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby  
executes these Articles of Incorporation this 28 day of DECEMBER,  
1998.

BY: Deborah A. Roth  
DEBORAH A. ROTH

STATE OF FLORIDA           )  
                                  ) ss.  
COUNTY OF PALM BEACH    )


Before me, the undersigned authority, an officer of duly  
authorized to administer oaths and take acknowledgments, personally  
appeared DEBORAH A. ROTH known to me and known by me to be the  
person who executed the foregoing Articles of Incorporation, and  
she acknowledged before me that She executed the same freely and  
voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 28 day of DECEMBER,  
1998 at Boca Raton, Palm Beach County, Florida.

Lee E. Sussman  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:

- (X) Personally known to me, or  
( ) Produced identification:

 NOTARY PUBLIC  
Lee E Sussman  
My Commission CC575764  
Expires Aug. 11, 2000  
Stamp Name of Notary

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, DEBORAH A. ROTH, ESQUIRE as President of DEBORAH A. ROTH, P.A., being and the same as that DEBORAH A. ROTH, P.A. designated in the Articles of Incorporation of BERKLEY-GILMER, INC. do hereby accept the appointment as the Registered Agent for BERKLEY-GILMER, INC., and am familiar with and accept my duties as Registered Agent.

Dated this 28<sup>th</sup> day of December, 1998.

DEBORAH A. ROTH, P.A.  
21301 Powerline Road, Suite 310  
Boca Raton, FL 33433

By: 

Deborah A. Roth, Esquire

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