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GRIECO & SCALERA, P.A.  
ATTORNEYS AND COUNSELORS OF LAW

MARK M. GRIECO

D.J. "JACK" SCALERA, III

TRANSMITTAL LETTER

February 18, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300002782793--7

-02/22/99--01080--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: PGN Chiron International, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

Sincerely,

*Mark M. Grieco*

Mark M. Grieco

enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 22 AM 9:34

R. Purinton FEB 24 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**PGN CHIRON INTERNATIONAL, INC.**

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 22 AM 9:34

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be PGN Chiron International, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 22220-D Boca Rancho Drive, Boca Raton, FL 33428.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is Gary Nurkiewicz and the address is 22220-D Boca Rancho Drive, Boca Raton, FL 33428.

**ARTICLE V INCORPORATOR**

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

Gary Nurkiewicz                      22220-D Boca Rancho Drive  
Boca Raton, FL 33428

**ARTICLE VI INDEMNIFICATION**

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

**ARTICLE VII INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are as follows:

Gary Nurkiewicz                      22220-D Boca Rancho Drive  
Boca Raton, FL 33428

**ARTICLE VIII BY-LAWS**

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

**ARTICLE IX    AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 17<sup>th</sup> day of February, 1999.

Gary Nuckiewicz  
Signature/Title

STATE OF FLORIDA        )  
                                      ) SS  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Nuckiewicz, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 17<sup>th</sup> day of February, 1999.

(NOTARY SEAL)

Leslie Echelson-Boyce  
Notary Public  
State of Florida  
My Commission Expires:



Leslie Echelson-Boyce  
MY COMMISSION # CC499425 EXPIRES  
October 4, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: PGN Chiron International, Inc.

2. The name and address of the registered agent and office is:

Gary Nuckiewicz

(NAME)

22220 -D Boca Rancho Dr.

(P.O. BOX NOT ACCEPTABLE)

Boca Raton, FL 33428

(CITY/STATE/ZIP)

SIGNATURE

Gary Nuckiewicz  
(corporate officer)

TITLE

PRESIDENT

DATE

2/17/99

99 FEB 22 AM 9:34

FILED  
CLERK OF STATE  
TAMU (AT CORPORATION)

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

SIGNATURE

Gary Nuckiewicz

DATE

2/17/99