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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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**To:**

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Fax Number : (850) 922-4001

**From:**

Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS, P.A.  
Account Number : 105204000476  
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## DOMESTICATION

KIMAND SOLUTIONS, INC.

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**CERTIFICATE OF DOMESTICATION  
OF  
KIMAND SOLUTIONS, INC.**

I, MICHAEL F. MARSTON, do hereby certify that I have been duly elected and qualify and am presently serving as the sole Director and President of KIMAND SOLUTIONS, INC., a Massachusetts corporation (the "Corporation") and I hereby further certify the following:

1. The Corporation was formed under the laws of the State of Massachusetts on July 5, 1995.
2. The name of the Corporation immediately prior to the filing of this Certificate was Kimand Solutions, Inc.
3. The name of the Corporation after filing of Articles of Incorporation with the Florida Secretary of State shall be Kimand Solutions, Inc.
4. Prior to the filing of this Certificate of Domestication, the location of the principal place of business of the Corporation was at 205 Prospect Street, in the City of South Easton, in the State of Massachusetts.

Dated: June 3, 1999

  
Michael F. Marston, President/Director

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ARTICLES OF INCORPORATION

KIMAND SOLUTIONS, INC.

ARTICLE I - NAME

The name of this corporation is KIMAND SOLUTIONS, INC. located at 3525 Murrell Road, Suite C, Rockledge, Florida 32955.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue twenty thousand (20,000) shares of common stock having no par value.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

Florida Bar No. 0381195/516589  
O'Brien, Riemenschneider,  
Kancilia & Lemonidis, P.A.  
1686 West Hibiscus Blvd.  
Melbourne, FL 32901  
(407)728-2800  
(407)728-0002 (FAX)

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1686 West Hibiscus Blvd., Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is JOHN R. KANCILIA, ESQ.

ARTICLE VII - 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 Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL F. MARSTON	3525 Murrell Road, Suite C Rockledge, Florida 32955

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL F. MARSTON	3525 Murrell Road, Suite C Rockledge, Florida 32955

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - 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.

ARTICLE XIV - RESTRICTIONS ON TRANSFER

(a) No shareholder shall, without the consent of the holders of at least two-thirds (2/3) of the outstanding stock, pledge his stock with another for any reason or purpose.

(b) If any shareholder desires to sell his stock in the corporation and he receives a bona fide written offer from a third person to buy his stock, before he shall sell same, he shall give to

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the corporation and the other shareholders written notice of such offer, including the name and address of the offeror and the price and terms of the offer.

(c) The corporation shall have thirty (30) days in which to give notice that it wishes to buy the stock. If such notice of desire to buy is given, the corporation shall buy all of such stock for the price and under the terms and conditions as provided in paragraph (f) hereof.

(d) If such notice of desire to buy is not given by the corporation, then the other shareholders shall have an additional thirty (30) days in which to give written notice that they wish to buy the stock. If such notice of desire to buy is given, the buying shareholders shall buy all of such stock for the price and under the terms and conditions as provided in paragraph (f) hereof.

(e) If such notice of desire to buy is given by the corporation or the other shareholders, the selling shareholder shall not sell to anyone except those giving notice. The purchase and sale of said stock shall be completed within sixty (60) days after such notice is given to the selling shareholder.

(f) If such notice of desire to buy is not given by either the corporation or the other shareholders, then the selling shareholder may sell to the person from whom he has received the offer only at the price and upon the terms contained in such offer, and only if the sale is concluded within ninety (90) days after the giving of the notice of such offer. If such sale is not concluded within said ninety (90) day period, he shall not conclude the sale and shall not sell to any person until he has first given notice and complied with the procedure provided in this Article.

(g) If more than one (1) shareholder gives notice of desire to buy under paragraph (d) above, each shareholder shall purchase that percentage of the stock of the selling shareholder that the total stock owned by him at the time of giving notice of desire to buy bears to the total stock

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owned by all shareholders giving notice of desire to buy. Under the terms hereof, no shareholder shall sell less than all his stock of all classes which he may from time to time hold.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of June, 1999.

  
MICHAEL F. MARSTON

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that KIMAND SOLUTIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Rockledge, County of Brevard, State of Florida, has named John R. Kancilia, Esq., located at 1686 West Hibiscus Blvd., Melbourne, FL 32901, 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 open said office.

  
JOHN R. KANCILIA, ESQ.

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