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99 AUG -9 PM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ANDREW SCOTT HENSCHEL\*  
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August 6, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-08/09/99--01076--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Articles of Incorporation for CALVIN DAMER, INC.**

Dear Sir/Madam:

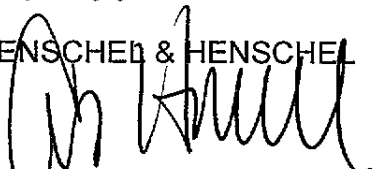
Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation.

Please file the original and return a certified copy to this office.

Thank you for your cooperation in this matter, and in the event you have any questions, please do not hesitate to call me collect.

Very truly yours,

HENSCHEL & HENSCHEL

  
ANDREW S. HENSCHEL  
ASH/ga

Enclosures as stated.

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ARTICLES OF INCORPORATION  
OF

CALVIN DAMER, INC.

ARTICLE I. NAME

The name of this Corporation is CALVIN DAMER, INC.

ARTICLE II. DURATION

This Corporation shall be perpetual commencing with the filing of these Articles.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business, for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act, including, but not limited to:

- A. Pursue its purposes and business in any and all locations, foreign or domestic.
- B. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- C. Buy and sell real and personal property of any nature whatsoever.
- D. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- E. Import and export wares, goods and merchandise of any nature whatsoever.
- F. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- G. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the Corporation and for any other lawful purpose.
- H. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- I. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

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J. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporation.

K. Guarantee performance by any other person and/or entity.

In general, this Corporation may, without restriction, perform any and all acts and functions permitted by law.

#### ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of common stock at (\$.001) Dollar par value.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is **Calvin Damer 55 S.W. Boca Raton Boulevard, Suite 508 G, Boca Raton, Florida 33432**

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of the number of directors serving on the initial Board of Directors. The number of directors of the Corporation may be changed from the number of directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders. The number of directors constituting the initial Board of Directors shall be **One (1)** and the name and address of each person who is to serve as a member thereof is as follows:

Calvin Damer (President)  
55 S.W. Boca Raton Boulevard, Suite 508 G  
Boca Raton, Florida 33432

#### ARTICLE VII. INCORPORATOR

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

Calvin Damer, 55 S.W. Boca Raton Boulevard, Suite 508 G  
Boca Raton, Florida 33432

The principal office and mailing address of the Corporation is:

55 S.W. Boca Raton Boulevard, Suite 508 G  
Boca Raton, Florida 33432

#### ARTICLE VIII. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock, shall have the right to purchase his or her pro rata share thereof, at the price at which it is offered to others.

#### ARTICLE IX. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with provisions of Section 607.0808 Florida Statutes.

#### ARTICLE X. EXECUTIVE COMMITTEES

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may be designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors, except such acts set forth in Section 607.0825, Florida Statutes.

#### ARTICLE XI. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote.

#### ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1002, Florida Statutes.

#### ARTICLE XIII. GENERAL POWERS

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including, but not limited to, all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

#### ARTICLE XIV. OFFICERS


The officers of this Corporation shall consist of a president, secretary and a treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of this Corporation. Such other officers, including specifically, but without limitation, a vice president and assistant officers and agents, as may be deemed necessary, may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

#### ARTICLE XV INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the

Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1<sup>st</sup> day of August, 1999.

  
\_\_\_\_\_  
CALVIN DAMER

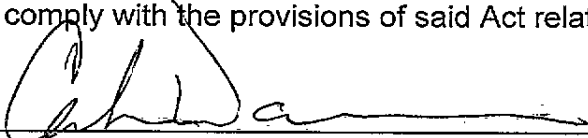
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted in compliance with said Act:

First: CALVIN DAMER, INC.  
desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of BOCA RATON, County of **PALM BEACH**, State of Florida, has named Calvin Damer, 55 S.W. Boca Raton Boulevard, Suite 508 G, Boca Raton, Florida 33432, Registered 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.

  
\_\_\_\_\_  
Calvin Damer, Registered Agent