

Jul. 19. 2007 10:47AM

Incorporating Services, LTD

NO. 505

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Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTICATION

CARLSEN & CO. INC.

Certificate of Status	0
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8-24-1988

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Incorporating Services, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, as President of Carlsen & Co. Inc. a Delaware corporation (the "Corporation"), in accordance with Florida Statutes Section 607.1801, does hereby certify:

1. The Corporation was first formed on August 24, 1988.
2. The jurisdiction where the above-named Corporation was first formed, incorporated, or otherwise came into being is the State of Delaware.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Carlsen & Co. Inc.
4. The name of the Corporation, as set forth in its Articles of Incorporation to be filed pursuant to Florida Statutes Sections 607.0202 with this Certificate of Domestication, is Carlsen & Co. Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Domestication, was the State of Delaware.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Florida Statutes Section 607.1801.

IN WITNESS WHEREOF, this Certificate of Domestication was executed by the undersigned, who is authorized under the laws of the State of Delaware to sign this document, this 10th day of July, 2007.



Paul David Bodin, President

EFFECTIVE DATE
8-24-1988

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ARTICLES OF INCORPORATION
OF
CARLSEN & CO. INC.

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EFFECTIVE DATE
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ARTICLE I - NAME

The name of the Corporation is CARLSEN & CO. INC. (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The current principal place of business and mailing address of the Corporation is:

104 Crandon Boulevard
No. 400
Key Biscayne, Florida 33149-1542

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto;
- (b) For the purpose of transacting any or all lawful business; and
- (c) To do any and everything pertinent to the above.

ARTICLE IV - CAPITAL STOCK

A. The Company is authorized to issue a total of 9,000 shares, 3,000 shares of which shall be designated as "Common Stock," having a par value of \$.01 per share (the "Common Stock"), and 6,000 shares of which shall be designated as "Preferred Stock," having a par value of \$.01 per share (the "Preferred Stock").

B. The number of authorized shares of Common Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation (voting together on an as-if-converted basis); provided that the number of authorized shares of Common Stock may not be less than the sum of the number of outstanding shares of Common Stock plus the number of shares of Common Stock which may be acquired upon the exercise, exchange, or conversion of any outstanding convertible securities.

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C. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles of Incorporation, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding and which the Company may be obligated to issue under options, warrants or other contractual commitments. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V - INCORPORATOR

The name of the incorporator of the Corporation is Paul David Bodin, and the address of the incorporator is:

104 Crandon Boulevard
No. 400
Key Biscayne, Florida 33149-1542

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of two (2) directors. The number of directors may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name and address of the initial directors of the Corporation are:

Bernard F. Graham
104 Crandon Boulevard
No. 400
Key Biscayne, Florida 33149-1542

Paul David Bodin
104 Crandon Boulevard
No. 400
Key Biscayne, Florida 33149-1542

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ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent of the Corporation is:

Paul David Bodin
104 Crandon Boulevard
No. 400
Key Biscayne, Florida 33149-1542

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of July, 2007.



Paul David Bodin, Incorporator

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ACCEPTANCE BY REGISTERED AGENT
OF
CARLSEN & CO. INC.

The undersigned, whose address is 104 Crandon Boulevard, No. 400, Key Biscayne, Florida 33149, hereby accepts appointment as the initial registered agent of Carlsen & Co. Inc., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Paul David Bodin

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