

Law Offices  
**BECKMEYER & MULICK**

88630 OVERSEAS HIGHWAY  
TAVERNER, FLORIDA 33070

305-862-2423  
305-862-3843 (FAX)

KARL BECKMEYER \*  
NICHOLAS W. MULICK \*\*

DEBORAH SHEPPARD, C.L.A.  
LEGAL ASSISTANT

ADDITIONAL JURISDICTIONS

\* ILLINOIS  
\*\* NEW JERSEY

P95000045292

June 1, 1995

800001513288  
-06/15/95--01016--006  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: Katanga Production Co., Inc.

JUN 1 2 1995 BSB

Gentlemen:

Enclosed please find the Articles of Incorporation for the above corporation, together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles.

Thank you.

Very truly yours,

BECKMEYER & MULICK

By: 

KB/tm

Enclosure

cc: Mr. Hubert Baudoin

6/6  
FILED  
95 JUN -6 PM 5: 05  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
KATANGA PRODUCTION CO., INC.

FILED  
95 JUN -6 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

Katanga Production Co., Inc.

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

123 Beach Road  
Islamorada, Florida 33036

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 par value

**ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Hubert Baudoin  
325 Atlantic Street  
Islamorada, Florida 33036

**ARTICLE V. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Hubert Baudoin  
325 Atlantic Street  
Islamorada, Florida 33036

**ARTICLE VI. PREEMPTORY RIGHTS**

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which


the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE VII AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation this \_\_\_ day of 6/11, 1995.

  
Hubert Baudoin

State of Florida

County of Monroe

The foregoing instrument was acknowledged before me this 1st day of June, 1995 by Hubert Baudoin. He is personally known to me or has produced \_\_\_\_\_ as identification and did/did not take an oath.



Terri A. Matthies  
Notary Public (Seal)

My Commission Expires:

Terri A. Matthies  
(Print Name of Notary)


**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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: Katanga Production Co., Inc.
2. The name and address of the registered agent and office is:

Hubert Baudoin  
325 Atlantic Street  
Islamorada, Florida 33036

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.

  
Registered Agent

June 1, 1995  
Dated

FILED  
JUN -6 PM 5:05  
SECTION 607.0501  
TALLAHASSEE, FLORIDA

P95000045292

LAW OFFICE  
BECKMEYER & MULICK  
88530 OVERSEAS HIGHWAY  
TAVERNIER, FLORIDA 33070

100001730161  
-03/04/96--01026--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                       |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment                             |
| <input type="checkbox"/>            | Resignation of R.A., Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent            |
| <input type="checkbox"/>            | Dissolution/Withdrawal                |
| <input type="checkbox"/>            | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 29 PM 1:30

TLL FEB 29 1996

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 19, 1996

BECKMEYER & MULICK, P.A.  
88539 OVERSEAS HIGHWAY  
TAVERNIER, FL 33070

SUBJECT: KATANGA PRODUCTION CO., INC.  
Ref. Number: P95000045292

We have received your document for KATANGA PRODUCTION CO., INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 096A00007100

RECEIVED  
96 FEB 28 AM 8:59  
DIVISION OF CORPORATIONS



ARTICLES OF AMENDMENT BY UNANIMOUS CONSENT OF DIRECTORS AND  
STOCKHOLDERS INCREASING AUTHORIZED SHARES  
BY KATANGA PRODUCTIONS CO, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
1996 FEB 29 PM 1:30


Department of State of Florida

Pursuant to the provisions of Section 607.0602 of the Florida Business Corporation Act the undersigned Corporation hereby submits the following information relating to the adoption by the Board of Directors of an Amendment to the Article of Incorporation increasing the number of authorized shares.

1. The name of the corporation is Katanga Productions Co, Inc.
2. The amendment increasing the authorized shares of the corporation is hereby attached and made a part of this statement.
3. Said amendment was duly adopted by consent of all of the Board of Directors and Stockholders of the Corporation on February 8<sup>th</sup>, 1996.

Dated February , 1996

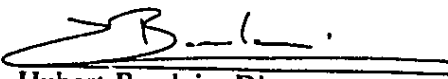
Katanga Production Co., Inc.

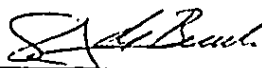
BY:   
Debbie Pribyl, Secretary


CONSENT TO AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
KATANGA PRODUCTION CO., INC.

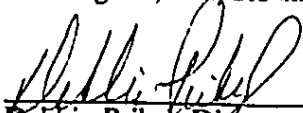
The undersigned being all of the Directors and Stockholders of the above Corporation hereby unanimously consent to the following Amendment to the Articles of Incorporation of the above corporation:

Article III of the Articles of Incorporation is hereby amended to provide as follows:  
The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 Share at \$1.00 par value.

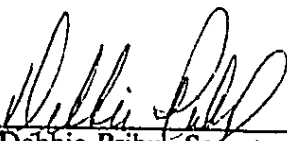
  
Hubert Baudoin, Director

  
Stephan De Bernede, Director/Stockholder

BY:   
Koulangatta, Inc./Stockholder

  
Debbie Pribyl, Director/Stockholder

I hereby certify that the foregoing are all of the Directors and Stockholders of  
Katanga Production Co., Inc.

  
Debbie Pribyl, Secretary