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ATTORNEYS AT LAW

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DAVID P. WHITING

ROBERT M. ARLEN, OF COUNSEL  
BOYNTON BEACH, FLORIDA

96 JAN 23 11:27  
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PLEASE REPLY TO:

NAPLES OFFICE  
SUITE 200  
380 FIFTH AVENUE SOUTH  
NAPLES, FLORIDA 33940  
(813) 262-7746  
FAX (813) 262-7144

FORT MYERS OFFICE  
THE TERRACE  
8600-120 COLLEGE PARKWAY  
FORT MYERS, FLORIDA 33919-4873  
(813) 433-4240  
FAX (813) 433-4000

January 11, 1996

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

RE: SELLE USA, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

AMATO, ANDERSON, NICKEL & WEBER

Gudrun M. Nickel

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-01/17/96--01080--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

GMN/lrb

Enclosure

W96-1388  
611

1-23-96  
JA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 18, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: SELLE USA, INC.  
Ref. Number: W96000001388

We have received your document for SELLE USA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

[REDACTED]

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 896A00002327



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

January 22, 1996

**CSC NETWORKS  
ATTN: DEBBIE OR JENNIFER  
1201 HAYES STREET  
TALLAHASSEE, FL 32301**

We have received your document for SELLE USA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Your client submitted a check for the filing fee (70.00.) Please return the document to my attention in an envelope. This will prevent CSC Network from being charged for the processing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 596A00002689

**ARTICLES OF INCORPORATION  
OF  
SELLE USA, INC.**

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96 JUN 23 11 27

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the corporation is Selle USA, Inc. The principal place of business of the corporation is 514 S.E. 22nd Street, Cape Coral, Florida 33904. The mailing address of the corporation is 514 S.E. 22nd Street, Cape Coral, Florida 33904.

**ARTICLE II - Commencement and Duration**

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - Stated Capital - Classes of Stock**

The corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value.

**ARTICLE V - Special Provisions**

The corporation hereby makes the Subchapter S and IRC 1244 elections.

**ARTICLE VI - Stock Ownership**

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

**ARTICLE VII - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be two (2) initial directors as follows:

<b>Reinhard Selle</b>	<b>514 S.E. 22nd Street Cape Coral, Florida 33904</b>
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**Gabriele Selle            514 S.E. 22nd Street  
Cape Coral, Florida 33904**

#### **ARTICLE VIII - Officers**

The initial officer(s) of the corporation shall be as follows:

**Reinhard Selle- President/Treasurer  
Gabriele Selle - Vice President/Secretary**

#### **ARTICLE IX - Indemnification**

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

#### **ARTICLE X - Bylaws**

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

#### **ARTICLE XI - Pre-emptive Rights**

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

#### **ARTICLE XII - Amendment**

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.0101 et seq., at any regular meeting or at a special meeting called for that purpose.

#### **ARTICLE XIII - Incorporator**

The name and address of the Incorporator to these articles of incorporation is:

**Gudrun Maria Nickel, P.A.    350 Fifth Avenue South, #200  
Naples, Florida 33940**

#### **ARTICLE XIV - Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 1201 Hayes Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is CORPORATION SERVICE COMPANY.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 11<sup>th</sup> day of January, 1996

GUDRUN MARIA NICKEL, P.A.

By [Signature]  
GUDRUN MARIA NICKEL, President

FILED  
JAN 23 1996  
CLERK OF DISTRICT COURT  
NORTH DAKOTA

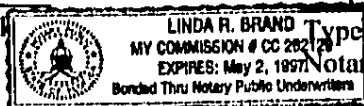
STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 11<sup>th</sup> day of January 1996, by GUDRUN MARIA NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (~~or who produced~~ \_\_\_\_\_ as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Linda R. Brand  
Notary Public

May 2, 1997  
Notary Stamp/Seal



Linda R. Brand

Type or Print Notary Name

Notary Number: CC282129

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Gail Shelby  
CORPORATION SERVICE COMPANY  
Gail Shelby, As Agent