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Charter Number Only

2-20-96
BROWARD

Requester's Name

Address

City

State

ZIP

Phone

INFORMATION ONLY

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CORPORATION(S) NAME

U.S.V.I MANPOWER, INC.

WZ
2/22

FILED
96 FEB 22 PM 1:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Empire Toll Free: 1-800-432-3028

() Profit

() NonProfit

() Amendment

() Merger

(☒) Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

(☒) Other Foreign

() Reinstatement

() Reservation

() Change of Registered Agent

(☒) Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

(☒) Walk In

() Will Wait

(☒) Pick Up

() Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

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1. U.S.V.I. Manpower, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. U.S. Virgin Islands - St. Thomas

(State or country under the law of which it is incorporated)

3. 66-0527537

(FEI number, if applicable)

4. January 19th 1996

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. none transacted yet - anticipate 3/1/96

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 664 Lock Road

Deerfield Beach, FL 33442

(Current mailing address)

8. to engage in business for profit, as shall from time-to-time be authorized and determined by the Directors, and as shall be lawful and/or authorized
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) by

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)** ^{statute}

Name: Betty P. Johnston

Office Address: 664 Lock Road

Deerfield Beach, , Florida , 33442

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Betty P. Johnston
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: C. Ross Clemmensen
Address: 117 Bovoni Road
St. Thomas, Virgin Islands 00805
Vice Chairman: Harold Baker
Address: 117 Bovoni Road
St. Thomas, Virgin Islands 00805
Director: Cosmos Wheatley
Address: 117 Bovoni Road
St. Thomas, Virgin Islands 00805
Director: _____
Address: _____

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: C. Ross Clemmensen
Address: 117 Bovoni Road
St. Thomas, Virgin Islands 00805
Vice President: _____
Address: _____
Secretary: Betty P. Johnston
Address: 664 Lock Road
Deerfield Beach, FL 33442
Treasurer: Betty P. Johnston
Address: 664 Lock Road
Deerfield Beach, FL 33442

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Betty P. Johnston
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Betty P. Johnston - Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

Governor of the Virgin Islands
Vincent Fox
 A. Henry Fox, Esq., High Island
 My Commission Expires June 21, 2000

1996 JUL 19 P 2:59

CORPORATIONS

U.S.V.I. MANPOWER, INC.

The undersigned for the purpose of forming a corporation pursuant to the laws of the Virgin Islands, and specifically the General Corporation Law of the Virgin Islands, Title 13, V.I.C. 13, do make and file these Articles of Incorporation, in writing, and do certify:

FIRST: The name of the corporation shall be U.S.V.I.
MANPOWER, INC.

SECOND: The purpose of the corporation shall be to engage in business for profit, as shall from time-to-time be authorized and determined by the Directors, and as shall be lawful and or authorized by statute, including, but not limited to, providing training to Virgin island residents in various construction or construction related areas, such as carpentry, roofing, etc., to provide them with skills to work for contractors and subcontractors who have contracts with the supercontractor, Brown and Root, Inc., on the various post-hurricane reconstruction projects in the Virgin Islands, and providing trained workers to work for the said contractors and subcontractors who have contracts with the supercontractor; to provide safety equipment and clothing to the workers to comply with legal requirements; and by so training and providing employment to Virgin Islands residents thereby assuring that most of the money earned through the contract with the supercontractor stays within the Virgin Islands.

THIRD: The principal office of the corporation shall be located at 117 Bevoni Road, St. Thomas, V.I. 00805, and the name of the resident agent of the corporation is VINCENT A. FULLER, JR., whose address is, 51B Kongens Gade, P.O. Box 303300, Charlotte Amalie, Virgin Islands 00803.

FOURTH: The corporation shall be authorized to issue one class of common stock consisting of a total issue of 1,000 shares, such shares to be without par value.

FIFTH: The corporation shall commence business with capital in the amount of \$100,000.00.

SIXTH: The corporation shall have continuous existence.

SEVENTH: The by-laws of the corporation shall set the number of directors of the corporation, which shall not be less than three (3) in number.

EIGHTH: The names and places of residence of the persons forming the corporation are as follows:

VINCENT A. FULLER, JR.
51B Kongens Gade
St. Thomas, U.S. Virgin Islands

JEANETTE A. MAGRAS
51B Kongens Gade
St. Thomas, U.S. Virgin Islands

REA RHYMER
51B Kongens Gade
St. Thomas, U.S. Virgin Islands

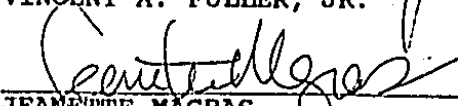
NINTH: The corporation shall have all powers specifically granted to corporations pursuant to the laws of the Virgin Islands, together with general powers including, but not necessarily limited to: to purchase, lease or otherwise obtain any


and all kinds of property; to mortgage, pledge or otherwise hypothecate real or personal property; to maintain bank accounts for the deposit of funds of the corporation or others; to borrow money and pledge the assets of the corporation as security therefor; to make and enter into contracts on behalf of the corporation or as agents for others; to act as consultant or advisor in financial matters to individuals, corporations, public or private, or governments, agencies or instrumentalities thereof.

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IN WITNESS WHEREOF, the undersigned have subscribed to this certificate, containing the Articles of Incorporation of U.S.V.I. MANPOWER, INC., this 19th day of January, 1996.


VINCENT A. FULLER, JR.


JEANETTE MAGRAS



REA RHYMER

TERRITORY OF THE VIRGIN ISLANDS

DIVISION OF ST. THOMAS AND ST. JOHN

On this 19th day of January, 1996, before me the undersigned officer personally appeared VINCENT A. FULLER, JR., JEANETTE MAGRAS and REA RHYMER to me known (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC