

TRANSMITTAL LETTER

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

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-01/20/00-01078-018
*****78.75 *****78.75

SUBJECT: SANI USA, INC.
(Proposed corporate name - must include suffix)

FILED
00 JAN 20 AM 10:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Derek S. Underwood, Esq.
Name (Printed or typed)

418 W. PLATT ST.

Address

TAMPA, FL 33606

City, State & Zip

(813) 250-9177

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN JAN 27 2000

ARTICLES OF INCORPORATION

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: SANI USA, INC.

ARTICLE II – PRINCIPAL OFFICE

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

2310 Kathleen St.
Tampa, FL 33607

ARTICLE III – SHARES

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

1000 Shares

ARTICLE IV – TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V – DIRECTORS

The initial Board of Directors shall consist of:

Bahram Z. Alavijeh
Jamal E. Rikhtehgaran
Faranak R. Esfahani

ARTICLE VI – LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of him/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII – SELF DEALING

No contract or other transaction between the corporation and other entities, in the absence of fraud, shall be affected or invalidated by the

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fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other entity, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any entity in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

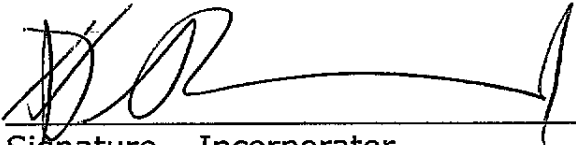
The name and Florida street address of the initial registered agent is:

Bahram Z. Alavijeh
2310 Kathleen St.
Tampa, FL 33607

ARTICLE IX - INCORPORATOR

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

Derek S. Underwood, Esquire
418 W. Platt St.
Tampa, FL 33606



Signature - Incorporator

1/14/2000

Date

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.



Signature - Registered Agent

1/14/2000

Date

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