

Holland & Knight LLP

Requester's Name

315 S. Calhoun St., suite 600

Address

Tallahassee, FL 32301 425-5675

City/State/Zip

Phone #

P00000053543

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

1. Silverminds Direct (USA) Inc
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

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*****78.75 *****78.75

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certified Copy

☒ Certificate of Status

NEW FILINGS

☒ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

RECEIVED
00 JUN 2 AM 11:08
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 JUN -2 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 21 2000

Examiner's Initials

Law Offices

HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600
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Orlando, Florida 32801

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June 1, 2000

Florida Department of State
Division of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, FL 32301

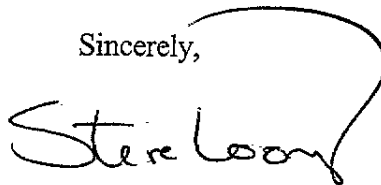
Re: Articles of Incorporation of Silverminds Direct (USA), Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Silverminds Direct (USA), Inc., together with a check for \$78.75 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$8.75 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,



Stephen R. Looney

SRL/lls
Enclosures

Atlanta	Northern Virginia
Boston	Orlando
Bradenton	Providence
Chicago	San Francisco
Fort Lauderdale	St. Petersburg
Jacksonville	Tallahassee
Lakeland	Tampa
Melbourne	Washington, D.C.
Mexico City	West Palm Beach
Miami	Representative Offices:
New York	Buenos Aires
	Tel Aviv

STEPHEN R. LOONEY
BOARD CERTIFIED TAX LAWYER
Direct Dial: 407-244-1148
30th Floor Fax: 407-244-5170
E-Mail Address: slooney@hklaw.com

**ARTICLES OF INCORPORATION
OF
SILVERMINDS DIRECT (USA), INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be SILVERMINDS DIRECT (USA), INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1400 West Fairbanks Avenue, Suite 102, Winter Park, Florida 32789.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1400 West Fairbanks Avenue, Suite 102, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is LAWRENCE J. CHASTANG. The Board of Directors may from time to time designate a new registered agent.

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00 JUN - 2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Richard Dorsett	Castle House, 20 Bear Lane Farnham, Surrey England GU9 7LF

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Richard Dorsett	Castle House, 20 Bear Lane Farnham, Surrey England GU9 7LF
Bert De Liefde	Castle House, 20 Bear Lane Farnham, Surrey England GU9 7LF
David Jan De Zeeuw	Castle House, 20 Bear Lane Farnham, Surrey England GU9 7LF

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 31st day of May, 2000.



Richard Dorsett

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Lawrence J. Chastang

Date: May 31, 2000

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00 JUN - 2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Silberminds