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FILED

**KEELEY, HAYES, DUDLEY & MEEKER**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

PENINSULA PLAZA, SUITE 314  
2424 NORTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33431

00 JUN 13 PM 3: 04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JOSEPH F. KEELEY, P.A.  
JAMES B. HAYES, P.A.  
EVERETT H. DUDLEY, JR., P.A.\*  
EUGENE S. GARRETT, P.A.

BOCA RATON (561) 392-4300  
BROWARD (954) 421-0222  
FAX (561) 392-4409

RUSLEY C. MEEKER (1931-1995)

\*Member of Florida and  
Massachusetts Bars

June 8, 2000

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300003286799--7  
-06/13/00--01037--005  
\*\*\*122.50 \*\*\*\*\*78.75

Re: ALBAG U.S.A., INC.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation in connection with the above referenced and a check in the amount of \$122.50 representing the filing fee.

If you have any questions, please feel free to contact our office.

Yours Truly,



James B. Hayes

enclosure

JBH:dr

R4 6/19/00

**ARTICLES OF INCORPORATION  
OF  
ALBAG U.S.A., INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1 - Name**

The name of this corporation is ALBAG U.S.A., INC..

**Article 2 - Duration**

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

**Article 3 - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**Article 4 - Capital Stock**

This corporation is authorized to issue One Thousand (1,000.00) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**Article 5 - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is:

ALBAG U.S.A., INC.  
2424 North Federal Highway, Suite 314  
Boca Raton, Florida 33431

and the name of the initial registered agent of this corporation at that address is: JAMES B. HAYES.

**Article 6 - Principal Office and Mailing Address**

The principal office of this corporation is:

2424 North Federal Highway, Suite 314  
Boca Raton, Florida 33431

The mailing address of this corporation is:

2424 North Federal Highway, Suite 314  
Boca Raton, Florida 33431

**Article 7 - Management of Corporation by Shareholders**

All corporate powers shall be exercised by or under the authority of, the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

**Article 8 - Incorporator**

The name and address of the persons signing these articles is:

ALFRED TOMACEK  
2424 North Federal Highway, Suite 314  
Boca Raton, Florida 33431

**Article 9 - Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

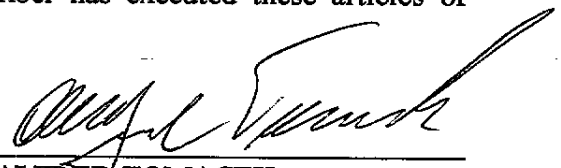
**Article 10 - Indemnification**

The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

**Article 11 - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 8<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
ALFRED TOMACEK

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ALFRED TOMACEK who is personally known to me or who produced passport as identification, who executed and acknowledged before me that said person executed the foregoing articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 8<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



James B. Hayes  
MY COMMISSION # CC911577 EXPIRES  
March 3, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT  
OF  
ALBAG U.S.A., INC.**

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00 JUN 13 PM 3: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.

  
JAMES B. HAYES

Sworn to and subscribed before me this 8<sup>th</sup> day of June, 2000.

  
Notary Public

My Commission Expires:

