

TRANSMITTAL LETTER

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

Date : 06/015/2000

Subject : ICOPA SA, INC. (proposed corporate name)

FILED
2000 JUN 19 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

☐ \$ 78.75 Filing Fee & Certificate

FROM : Mr. T. Josupeit
16520 S Tamiami Trl. #23,
Ft. Myers, FL 33908

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-06/19/00--01112--019
*****78.75 *****78.75

Please send the certificate and the articles to my address.

Best Regards

Torsten Josupeit

AR 6/23

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ICOPA SA, INC.

The undersigned incorporater hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be :

ICOPA SA, INC.

The address of the principal office of this corporation shall be **16520 S.Tamiami Trl. #23, Ft.Myers, Florida, 33908** and the mailing address of the corporation shall be **P.O. BOX 250, Naples, Fl. 34106**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country or nation .

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **7.500 shares** of common stock having **\$ 1,000** par value per share .

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be **16520 S Tamiami Trl. #23, Ft.Myers, Fl. 33908** and the name of the initial registered agent of the corporation is **Mr.T. Josupeit** .

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII - DIRECTORS

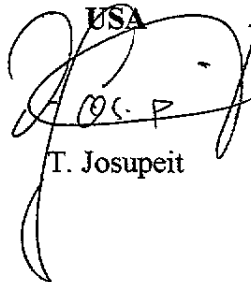
All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **one (1)** Director, initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one or more than five. The name and street address of the initial members of the Board of Directors is:

Mr. Gerold Stief
M. Verfaillie-Allee 14
99974 Muehlhausen/Thuer.
Germany

ARTICLE VIII - INCORPORATORS

The names and street address of the persons signing these Articles of Incorporation is :

Mr. T. Josupeit
16520 S Tamiami Trl. #23,
Ft. Myers, Fl. 33908

USA

T. Josupeit

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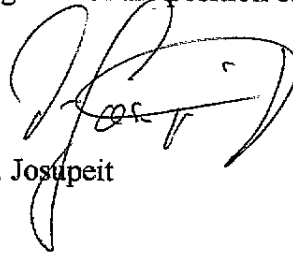
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

Torsten Josupeit, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statute.

T. Josupeit

A handwritten signature in black ink, appearing to read 'T. Josupeit', is written over the printed name. The signature is stylized with a large loop at the end.