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FLORIDA PROFIT CORPORATION OR P.A.

~~Lang Holding Co., Inc.~~

Lang Holding Co. (U.S.A.), Inc.

Certificate of Status	0
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Page Count	04 (8)
Estimated Charge	\$70.00

→ 3 page letter  
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(forward to  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 17, 2000

ROGERS, TOWERS

SUBJECT: LANG HOLDING CO., INC.  
REF: W00000017796

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS LANG HOLDINGS INC. DOC #P96000004096.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: E00000036969  
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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July 18, 2000

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## BY TELECOPIER

Florida Department of State  
Division of Corporations - New Filings  
Attn: Becky McKnight, Document Specialist  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Lang Holding Co. (U.S.A.), Inc. -  
Articles of Incorporation  
Your Reference No: W0000017796

Dear Ms. McKnight:

Please find enclosed for filing with the Division of Corporations Articles of Incorporation for Lang Holding Co. (U.S.A.), Inc. If you will recall, our office previously electronically filed articles for "Lang Holding Co., Inc." but the articles were not accepted by the Division of Corporations as contemplated in your letter dated July 17, 2000 (Letter Number 100A00039018).

I spoke to Kim (supervisor) in the New Filings Section earlier this afternoon who indicated that there may be some confusion with the new name containing "(U.S.A.)" in parentheses. Kim advised that we delete the parentheses in the name. However, as I explained to Kim, in order to maintain the consistency of the names of our client's corporate subsidiaries both abroad and within the United States, we would prefer that the name of its Florida corporation contain (U.S.A.) as written on Article I of the enclosed Articles of Incorporation. Accordingly, Kim advised that the the enclosed articles would be accepted by the Division of Corporation provided that we submit this written request confirming that the enclosed Articles of Incorporation of Lang Holding Co. (U.S.A.), Inc. should be filed as named in the enclosed articles.

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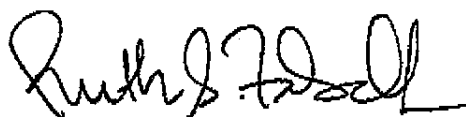
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If you have any questions regarding the filing of the enclosed, please contact me directly at (904) 346-5581. Thank you in advance for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ruth S. Fabella". The signature is fluid and cursive, with a long horizontal stroke at the end.

Ruth S. Fabella  
Paralegal

w/encls.

cc: J. Kirby Chritton, Esq. (w/encls.)

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**ARTICLES OF INCORPORATION  
OF  
LANG HOLDING CO. (U.S.A), INC.**

**ARTICLE I**

**Name**

The name of this corporation is:

**LANG HOLDING CO. (U.S.A), INC.**

**ARTICLE II**

**Purpose**

The general nature of the business or businesses to be transacted is to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

**ARTICLE III**

**Stock**

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares with par value of \$0.001.

**ARTICLE IV**

**Perpetual Existence**

This corporation is to have perpetual existence.

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**ARTICLE V****Principal Office; Mailing Address**

The principal office and mailing address of this corporation will be at 8475 Western Way, Suite 1110, Jacksonville, Florida, 32256 or such other address as the Board of Directors may from time-to-time designate.

**ARTICLE VI****Directors**

The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

The name and address of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until his successor is elected or appointed is:

<u>NAME</u>	<u>ADDRESS</u>
Heidi Lang	8475 Western Way, Suite 1110 Jacksonville, Florida 32256
Stefan Lang	8475 Western Way, Suite 1110 Jacksonville, Florida 32256

**ARTICLE VII****Incorporator**

The name and address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. Kirby Chritton	1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207

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**ARTICLE VIII****Registered Agent**

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is

<u>NAME</u>	<u>ADDRESS</u>
J. Kirby Chritton	1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207

**ARTICLE IX****Amendment**

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 18th day of July, 2000.

  
\_\_\_\_\_  
J. Kirby Chritton  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LANG HOLDING CO. (U.S.A.), INC.

2. The name and address of the registered agent and office are:

J. Kirby Chritton

1301 Riverplace Boulevard, Suite 1500  
Jacksonville, FL 32207

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: \_\_\_\_\_

J. Kirby Chritton

DATE: July 18, 2000

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