

RICHARD S. FITZPATRICK

CHARLES B. FITZPATRICK

1923 - 1986

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AREA CODE 352

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FAX# 726-4246

*Fitzpatrick & Fitzpatrick, P.A.*

ATTORNEYS AT LAW  
213 NORTH APOPKA AVENUE  
INVERNESS, FLORIDA 34450-4296

July 25, 2000

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

FILED  
00 JUL 27 PM 3:21  
SECRET  
TALLAHASSEE, FLORIDA

Re: Gooberville USA, Inc.

Gentlemen:

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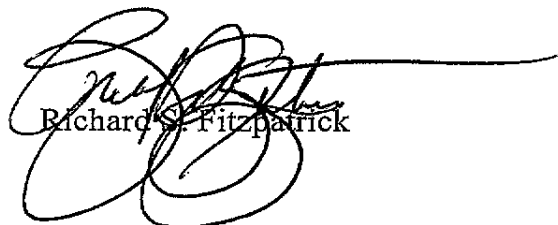
-07/27/00-01002-011

\*\*\*\*\*78.75 \*\*\*\*\*78.75

I enclose herewith an original and one copy of Articles of Incorporation and Certificate Designating Registered Agent for the above profit corporation. My check in the amount of \$78.75 payable to the Florida Department of State is enclosed covering the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy (3 pages)	<u>8.75</u>
	\$78.75

Yours very truly,

  
Richard S. Fitzpatrick

RSF/glf  
Enclosure

08/7/31

## ARTICLES OF INCORPORATION

### GOOBERVILLE USA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby sets forth his intention to form a corporation under the laws of the State of Florida.

- Article 1. Name.** The name of this corporation is **GOOBERVILLE USA, INC.**
- Article 2. General Purpose.** This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.
- Article 3. Capital Stock.** This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.
- Article 4. Registered Office and Agent.** The street address of the principal place of business of this corporation is **105 West Highland Boulevard, Inverness, Florida**, and the name of the initial registered agent of this corporation is **Nancy B. Fitzpatrick**, whose address is **105 West Highland Boulevard, Inverness, Florida**.
- Article 5. Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time in accordance with the provisions of the by laws, but shall never be less than one. The name of the initial director of this corporation is **Nancy B. Fitzpatrick**.
- Article 6. Incorporator.** The name and address of the person signing these articles is **Nancy B. Fitzpatrick, 105 West Highland Boulevard, Inverness, Florida**.

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Article 7. **By-Laws.** The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders of this corporation.

Article 8. **Indemnification.** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Article 9. **Amendments.** 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 or Directors is subject to this reservation.

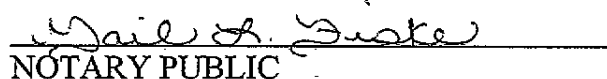
Article 10. **Pre-emptive Rights.** Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase at pro-rata share thereof at the price of which it is offered to others.

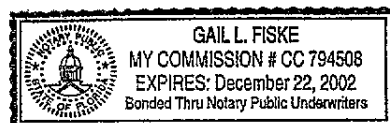
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25<sup>th</sup> day of July, 2000.

  
NANCY B. FITZPATRICK

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of July, 2000, by Nancy B. Fitzpatrick who is personally known to me.

  
NOTARY PUBLIC



**CERTIFICATE**  
**DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE**  
**SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT**  
**UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **GOOBERVILLE USA, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation located at 105 West Highland Boulevard, City of Inverness, County of Citrus, State of Florida, has named **Nancy B. Fitzpatrick**, whose address is 105 West Highland Boulevard, City of Inverness, County of Citrus, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

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

By: *Nancy B. Fitzpatrick*  
Nancy B. Fitzpatrick, Registered Agent