

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING

1253 PARK STREET

CLEARWATER, FLORIDA 33756

TEL: (727) 443-3281

FAX: (727) 448-3741

FILED

00 SEP -8 AM 8: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF COUNSEL

WILLIAM W. GILKEY  
WILLIAM M. MACKENZIE  
PATRICK W. RINARD

SATELLITE OFFICE

RIDGE PLACE EXECUTIVE CENTER  
8410 U.S. HIGHWAY 19 - SUITE 104  
PORT RICHEY, FLORIDA 34668  
TEL: (727) 841-7833  
FAX: (727) 847-6742

RALPH RICHARDS (1893-1950)  
JOHN D. FITE  
JOHN E. SLAUGHTER, JR.  
EMIL G. PRATESI  
R. CARLTON WARD  
CYNTHIA I. RICE  
THEO J. KARAPHILLIS

September 6, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation  
VAD USA, INC., and  
CCD USA, INC.

000003386640--1  
-09/08/00-01061-001  
\*\*\*\*157.00 \*\*\*\*70.00  
78.75

Dear Sir/Madam:

We enclose for filing in your office the original Articles of Incorporation and designation of Registered Agent for each of the above noted corporations.

We also enclose a check in the amount of \$157.50 to cover the following:

File Fees (2)	\$ 70.00
Registered Agent Fees (2)	70.00
Certified Copies of Articles (2)	<u>17.50</u>
	\$157.50

We appreciate your forwarding the certified copies of the Articles to the undersigned at the firm and address shown above.

Very truly yours,

  
Emil G. Pratesi

EGP/ljw  
Enclosures

PH 9/12/00

ARTICLES OF INCORPORATION  
OF  
VAD USA, INC.

FILED  
00 SEP -8 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be VAD USA, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE 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 his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

MAILING ADDRESS

The mailing address of the corporation is 21030 U.S. 19 North, Clearwater, Florida 33765.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida

33756, and the name of the initial registered agent of this corporation at that address is Emil G. Pratesi.

VIII.

INCORPORATORS

The name and address of the person signing these Articles is: \_\_\_\_\_

Emil G. Pratesi                      —                      1253 Park Street  
Clearwater, Florida 33756

IX.

INDEMNIFICATION

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

X.

AMENDMENT

The 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 this Articles of Incorporation this 6 day of September, 2000.

  
\_\_\_\_\_  
Emil G. Pratesi

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:

First--That VAD USA, INC., desiring to organize under the  
laws of the State of Florida with its principal office, as  
indicated in the articles of incorporation at City of  
Clearwater, County of Pinellas, State of Florida, has named  
Emil G. Pratesi, located at 1253 Park Street, City of  
Clearwater, County of Pinellas, 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 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:   
Emil G. Pratesi

(REGISTERED AGENT)

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00 SEP -8 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA