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October 20, 2000

Via UPS Overnight Delivery

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

Re: SKATTS USA, INC. - Articles of Incorporation

FILED  
00 OCT 23 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing please find the original and one (1) copy of Articles of Incorporation for SKATTS USA, INC. Please file the Articles forthwith and return to us a certified copy. Enclosed please find a check in the sum of \$78.75, representing the filing and designation of resident agent fee, and the fee for one (1) certified copy.

Thank you.

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-10/23/00--01118--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Very truly yours,

MITCHELL T. McRAE, P.A.

By: 

Mitchell T. McRae

Enclosure(s)

Feb  
10/24

ARTICLES OF INCORPORATION

OF

SKATTS USA, INC.

IZIDRO S. CARDOSO, the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **SKATTS USA, INC.**

ARTICLE II - 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, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable.

ARTICLE IV - INITIAL REGISTERED OFFICE  
AND AGENT AND BUSINESS ADDRESS

The initial Registered Office of this corporation shall be located at: 6274 Linton Boulevard, Suite 100, Delray Beach, Florida 33484 and the name of the initial Registered Agent of this corporation at said address shall be: Mitchell T. McRae. The business address of this corporation shall be: 23104-5 Island View Drive, Boca Raton, FL 33433.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (2) directors: **Izidro S. Cardoso**, 23104-5 Island View Drive, Boca Raton, FL 33433, and **Laurence Rybko**, 4665 Hammock Circle, Delray Beach, Florida 33445. The number of persons serving as directors shall never exceed ten (10).

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## ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President and Vice President of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

## ARTICLE VII - OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: **Izidro S. Cardoso**, 23104-5 Island View Drive, Boca Raton, FL 33433 (President and Treasurer), and **Laurence Rybko**, 4665 Hammock Circle, Delray Beach, Florida 33445 (Vice-President and Secretary)

## ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: **Izidro S. Cardoso**, 23104-5 Island View Drive, Boca Raton, FL 33433.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X - COMMENCEMENT

This corporation shall commence its existence upon the date which is **five (5) days prior** to the date of filing with the Secretary of State.

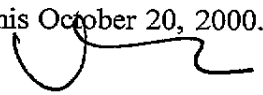
IN WITNESS WHEREOF, the undersigned incorporator, Izidro S. Cardoso, subscribed to these Articles of Incorporation this October 20, 2000.

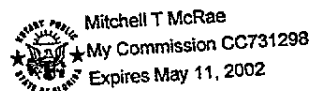
  
\_\_\_\_\_  
Izidro S. Cardoso

STATE OF FLORIDA                     )  
  )  
COUNTY OF PALM BEACH            )

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgements, personally Izidro S. Cardoso, to me known and known to me to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same, (XX) who is personally known to me, ( ) who has produced \_\_\_\_\_ as identification and who ( ) did (XX) did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this October 20, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida



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 **SKATTS USA, INC.** desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, has named Mitchell T. McRae as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Mitchell T. McRae

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