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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-06/15/01--01035--026  
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. QUICKPAGE USA, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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OF RECEIPT OF FILING

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Will wait ☐

Photocopy ☐

☒ Certified Copy

☐ Certificate of Status

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NEW FILINGS**

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

**AMENDMENTS**

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

**OTHER FILINGS**

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/  
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials B

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**Quickpage USA, Inc .**

*The undersigned subscriber(s) to these articles of incorporation, being a natural person(s), competent to contract, hereby adopt(s) to form a corporation under the Business Corporation Act of the State of Florida. This corporation shall have all the corporate powers enumerated by the provisions of Chapter 607 of the Florida Statutes.*

**ARTICLE 1.01 - NAME**

*The name of this corporation is:*

**Quickpage USA, INC .**

**ARTICLE 1.02 - TERM OF EXISTENCE**

*This corporation shall have perpetual existence.*

**ARTICLE 1.03 - PURPOSE**

*The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States of America and the State of Florida.*

**ARTICLE 2.01 - PRINCIPAL ADDRESS**

*The initial principal address of this corporation in the State of Florida shall be:*

**10873 SW 40th Street  
Miami, Florida 33165**

*The Board of Directors may, at their discretion, move the principal office to any other location in the State of Florida.*

**Prepared by: James L. Vincent  
4332 Beechwood Lake Drive  
Naples, Florida 34112  
(941) 272-8502**

**ARTICLE 3.01 - CAPITAL STOCK**

*The number of shares of stock this corporation is authorized to have outstanding at any one time is:*

**100,000 SHARES \$0.01 PAR VALUE EACH**

**ARTICLE 3.02 - PREEMPTIVE RIGHTS**

*Every shareholder, upon the sale for cash of any new stock of this corporation, 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.*

**ARTICLE 3.03 - INITIAL CAPITAL**

*The amount of capital with which this corporation will begin business is not less than:*

**\$1,000.00 (One Thousand) DOLLARS**

**ARTICLE 4.01 - INITIAL REGISTERED AGENT AND STREET ADDRESS**

*The name of the initial registered agent of this corporation to accept services of process within the State of Florida is:*

**James L. Vincent**

*The street address of the initial registered agent is:*

**4332 Beechwood Lake Drive  
Naples, Florida 34112**

**Please refer to Certificate of Designation of Registered Agent/Registered Office attached to the Articles of Incorporation.**

**ARTICLE 5.01 - INCORPORATOR(S)**

*The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):*

**Name(s):**

**Luis J. Bencid**

**Address(es):**

**14355 SW 57th Ln. Apt 6  
Miami, Florida 33183**

*The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 7th day of June, 2001*

  
\_\_\_\_\_  
**Signature**

#### **ARTICLE 6.01 - INITIAL DIRECTORS**

*This corporation shall have **Four** director(s), initially. The number of directors may be increased or diminished from time to time by the bylaws of the corporation, but shall never be less than **ONE**. The name(s) of the initial director(s) of this corporation are:*

<b><u>Name:</u></b>	<b><u>Title:</u></b>	<b><u>Address:</u></b>
Luis J. Bencid	President	14355 SW 57th Ln. Apt 6 Miami, Florida 33183
Dominga A. Bencid	Vice President	13770 SW 82nd St. Miami, Florida 33183
Sammy I. Bencid	Vice President	13770 SW 82nd St. Miami, Florida 33183
Luis F. Bencid	Treasurer	13770 SW 82nd St. Miami, Florida 33183
Rosabel M. Johnson	Secretary	19321 SW 118th Ct. Miami, Florida 33177

#### **ARTICLE 7.01 - VOTING RIGHTS**

*Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.*

#### **ARTICLE 7.02 - INITIAL ISSUANCE OF COMMON SHARES**

*The shares of capital stock of this corporation shall be issued initially to the following person(s), and in the amount specified opposite their name(s):*

<b><u>NAME:</u></b>	<b><u>NUMBER OF SHARES:</u></b>
Luis J. Bencid	25,000 Shares
Dominga A. Bencid	25,000 Shares
Sammy I. Bencid	25,000 Shares

Luis F. Bencid

10,000 Shares

Rosabel M. Johnson

15,000 Shares

**ARTICLE 8.01 - GENERAL POWERS**

*This corporation shall have all the corporate powers enumerated in the Business Corporation Act of the Florida Statute 607.0302, including emergency powers as outlined in F.S. 607.0303, and all other powers permitted under the laws of the United States of America and the State of Florida.*

**ARTICLE 9.01 - BYLAWS**

*The powers to adopt, alter, amend or repeal bylaws shall be vested on the Board of Directors and the shareholders.*

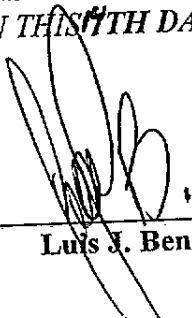
**ARTICLE 10.01 - INDEMNIFICATION**

*This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.*

**ARTICLE 11.01 - AMENDMENT**

*This corporation reserves the right to amend or repeal any of the 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 THESE ARTICLES OF INCORPORATION THIS 14TH DAY OF June, 2001.**

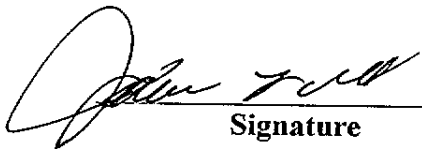
  
\_\_\_\_\_  
Luis J. Bencid

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Quickpage USA INC.
2. The name and address of the Registered Agent is:  
**James L. Vincent**  
**4332 Beechwood Lake Drive**  
**Naples, Florida 34112**

*Having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as the 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

06/07/01  
DATE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA