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Call to...

Joseph Plunkett, CPA

Requestor's Name

7800 Red Road #113

Address

Miami, FL 33143

City

State

ZIP

Phone

(305) 661-2866 A

CORPORATION(S) NAME

800004432298--2

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GERMAN - U.S.A. EXCHANGE CORPORATION



Empire Toll Free: 1-800-432-3028

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DIVISION OF CORPORATIONS

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| <input checked="" type="checkbox"/> Profit    | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Mark               | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Foreign              | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Limited Partnership  | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Reinstatement        | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Call When Ready            |
| <input type="checkbox"/> Certified Copy       | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Will Wait            | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> After 4:30                 |
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# ARTICLES OF INCORPORATION

OF

GERMAN - U.S.A. EXCHANGE CORPORATION

## ARTICLE I

### NAME

The name of the corporation shall be German - U.S.A. Exchange Corporation

## ARTICLE II

### NATURE OF BUSINESS

The purpose for which this corporation is organized is to:

- a) To engage in any business the corporation deems appropriate.
- b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise and real and personal property (tangible and intangible) of every class, kind and description.
- c) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness as required.
- d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by any

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state or government, foreign or domestic, and while owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote stock.

f) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state, government or colony or dependency or agency thereof.

g) To purchase, hold, and reissue any of the shares of its capital stock.

h) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firms, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof.

i) To have and exercise all powers granted to corporations and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida or any amendments thereof.

### **ARTICLE III**

#### **CAPITAL STOCK**

The corporation is authorized to issue only one (1) class of shares to be designated common stock. The total number of shares of stock which the corporation shall have the authority to issue is ONE THOUSAND (1,000) SHARES. The shares will have \$1 (One dollar)

par value. All the shares shall be voting shares and holders of issued shares are entitled to one (1) vote per share.

#### **ARTICLE IV**

##### **INITIAL CAPITAL**

The amount of capital with which this corporation will commence business is not less than ONE HUNDRED (\$1000.00) DOLLARS.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

Holders of issued shares, upon the sale for cash of any newly issued stock of the same kind, class or series as that which he already holds, shall have the right to purchase their pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it may be offered to others.

#### **ARTICLE VI**

##### **INCORPORATORS**

The name and address of the incorporator of this corporation is: Rolf Krieghoff, ,  
431 Layne Boulevard, Hallandale, Florida 33009.

#### **ARTICLE VII**

##### **REGISTERED AGENT/OFFICE**

The address of the corporation's registered office is: 431 Layne Boulevard, Hallandale, Florida 33009. The name of the corporation's initial Registered Agent at such address is Rolf Krieghoff.

The initial principal office of the corporation shall be: 431 Layne Boulevard, Hallandale, Florida 33009.

## **ARTICLE VIII**

### **DURATION**

This corporation shall exist perpetually.

## **ARTICLE IX**

### **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the same to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE X**

### **INDEMNIFICATION**

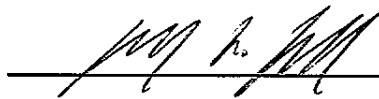
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for acts or omissions in connection with action on behalf of the corporation, unless they reflect criminal intent or gross negligence.

## ARTICLE XI

### CONFLICT OF INTEREST

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors or members are employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, notwithstanding his/her participation in this action, if the fact of such interest is disclosed or known to the Board of Directors or a committee thereof which authorizes or ratifies the contract or transaction. Common or interested directors may be counted in determining whether a quorum is present and shall be entitled to vote on such authorization or ratification.

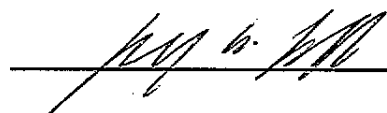
IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 9th day of May, 2001.

A handwritten signature in black ink, appearing to read 'Rolf Krieghoff', is written over a horizontal line.

Rolf Krieghoff, Incorporator

### **REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, at a place designated in this document, I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

A handwritten signature in black ink, appearing to read 'Rolf Krieghoff', is written over a horizontal line.

Rolf Krieghoff, Registered Agent

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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST THAT GERMAN - U.S.A. EXCHANGE CORPORATION  
Name of Corporation

WITH ITS PLACE OF BUSINESS AT 431 LAYNE BOULEVARD  
HOLLYWOOD, FL. 330098  
Business address, City, State

HAS NAMED ROLF KRIEGHOFF  
Name of Registered Agent

LOCATED AT 431 LAYNE BOULEVARD  
Street Address and Number of Building, Post Office Box addresses are not acceptable

CITY OF HALLANDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
City

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
Corporate Officer  
TITLE President  
DATE 05-11-02

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT  
THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]  
Resident Agent  
DATE 05-11-01