

PO1000074152

To: Secretary of State

From: Carolyn A. Gold

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-07/25/01--01049--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please find the enclosed 2 copies of the Articles of Incorporation for  
ALMI, USA. Mail certified copy of the articles to:

Carolyn A. Gold, CPA  
504 Royal Palm Beach Blvd.  
Royal Palm Beach, FL 33411

FILED  
2001 JUL 25 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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7/27/01

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**ARTICLES OF INCORPORATION**  
**OF**  
**ALMI USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

**ARTICLE 1-NAME**

The name of this corporation is ALMI USA, INC.

**ARTICLE 2- DURATION**

This corporation shall have perpetual existence.

**ARTICLE 3- PURPOSE**

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or of the State, more specifically set out as follows:

1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with an auxiliary foregoing business.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE 4- CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of "no par value" common stock, which shall be designated "Common Voting Stock".

ARTICLE 5- PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as that which he already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 843 Cotton Bay Drive East, Apt 2512, West Palm Beach, FL 33406 and the name of the initial registered agent is Alexandra Linca. The principal place of business is 504 Royal Palm Beach Blvd. Royal Palm Beach, FL 33411.

ARTICLE 7- INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Director consisting the initial Board of Directors. The name & address of the Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Alexandra Linca	843 Cotton Bay Drive East Apt 2512 West Palm Beach FL 33406
Mircea Sandulescu	2602 Vision Drive B Palm Beach Gardens, FL 33418

ARTICLE 8- INCORPORATORS

The name and address of the persons signing these Articles of Incorporation is Alexandra Linca of 843 Cotton Bay Drive East, Apt 2512, West Palm Beach, FL 33406 and Mircea Sandulescu of 2602 vision Drive B, Palm Beach Gardens, FL 33418.

ARTICLE 9- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, and the Shareholders.

ARTICLE 10- INDEMNIFICATION

This corporation shall indemnify an officer or director or a former officer or director or a former officer or director to the fullest extent permitted by law.

ARTICLE 11- POWERS

This corporation shall have all the powers enumerated in the Florida General Corporation Act.

ARTICLE 12- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders in subject to this reservation.

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23<sup>rd</sup> day of July, 2001.



Alexandra Linca  
843 Cotton Bay Drive East Apt 2512  
West Palm Beach FL 33406



Mircea Sandulescu  
2602 Vision Drive B  
Palm Beach Gardens, FL 33418

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TALLAHASSEE FLORIDA

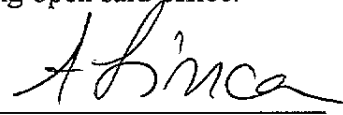
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**ACCEPTANCE BY REGISTERED AGENT**

**ALMI USA, INC.**

Having been named to accept service of process for the above state corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By: \_\_\_\_\_



Alexandra Linca