



516 Camden Avenue, Stuart, Florida 34994

PO1000080030  
LAW OFFICE OF  
Edward B. Galante

Attorney and Counselor  
at Law

EDWARD B. GALANTE, P.A.

Tel.: (561) 283-2412  
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28 July 2001

Florida Secretary of State  
Domestic Corporation Filings Section  
Post Office Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE

08/06/01

300004528503--5  
-08/10/01--01048--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Attn: New Filings

Re: Fox Clip Fasteners, Inc.

FILED

01 AUG 10 PM 3:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

Enclosed is a check for \$87.50 to cover the filing fee plus the additional fees for certificate of status and certified copy of the articles.

Please notify my office by regular mail of the date and file number of this filing.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

c.c. William L. Fox

Respectfully yours,

Edward B. Galante, Esq.

PS  
8/14/01 ✓

**Articles of Incorporation  
of  
Fox Clip Fasteners Corp.**

FILED

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The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

SECRETARY OF STATE  
FLORIDA

***ARTICLE I: Name and Principal Place of Business***

EFFECTIVE DATE

08/06/01

The name of this corporation is Fox Clip Fasteners Corp. The initial principal place of business shall be 1225 Northwest Twenty-First Street, Suite 3309, Stuart, Florida 34994-9350 (561-692-2986)

***ARTICLE II: Commencement and Duration***

This Corporation shall commence in existence on the date last herein appearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this Corporation commence in existence upon the date last herein appearing, being the date of actual creation. This Corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

***ARTICLE III: Purpose***

The purpose for which this corporation is organized is to engage in any activity permitted to for-profit corporations having their principal offices in this State, particularly but not limited to licensing and marketing a certain patent and patentable intellectual properties.

***ARTICLE IV: Authorized Shares***

1. Number. The aggregate number of shares that the corporation shall have the authority to initially issue is 10,000 shares of capital stock with a par value of ten cents (\$0.10) per share.

2. Subscription. William L. Fox (1225 Northwest Twenty-First Street, Suite 3309, Stuart, Florida 34994-9350), having given good and sufficient consideration therefor in the form of \$100 cash and valuable services rendered to the corporation prior to the date hereof, has subscribed and does subscribe for the acquisition of 1,000 shares of the new corporation.

3. Stated Capital. The sum par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.

***ARTICLE V: Registered Agent***

The initial registered agent of the Corporation is: Edward B. Galante, Esq., whose business address at which he will accept service of process for the corporation is 516 Camden Avenue, Stuart, Florida 34994. (561-283-2412), and his acceptance of appointment is filed herewith and made a part hereof by reference.

***ARTICLE VI: Number of Directors***

The number of duly elected directors of this corporation shall be not less than one.

***ARTICLE VII: Incorporation Director***

The name and address of the person who shall serve as incorporation director is: William L. Fox (1225 Northwest Twenty-First Street, Suite 3309, Stuart, Florida 34994-9350), who shall serve in the capacity of temporary director until the organizational meeting, at which meeting he shall by resolution duly appoint a president and secretary *pro temp* who shall by his authority and at his direction issue subscribed shares of the corporation's common stock for value received, whereupon the new shareholder(s) will duly elect director(s) to serve and hold office thereafter in accordance with Florida Law, these articles, and the by-laws of the

corporation. Upon taking office, the duly elected director(s) shall ratify all prior acts and accept the immediate resignation of the incorporation director, who shall thereafter have no further powers or obligations.

**ARTICLE VIII: Incorporator**

The name and address of the incorporator is Edward B. Galante, Esq. (516 Camden Avenue, Stuart, Florida 34994.

**ARTICLE IX: Amendment of Articles**

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a duly noticed shareholders meeting.

**ARTICLE X: Pre-Emptive Rights**

Shareholders shall have no pre-emptive rights to purchase additional shares.

**ARTICLE XI: Cumulative Voting**

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.

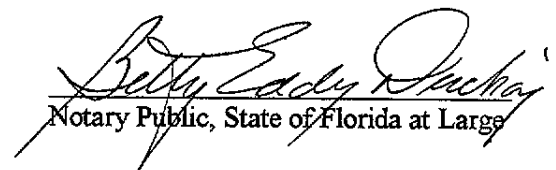
IN WITNESS WHEREOF the undersigned incorporator declares these Articles of Incorporation for Fox Clip Fasteners Corp., hereunder setting his hand and giving his further affidavit of this declaration the 6<sup>th</sup> day of August 2001.

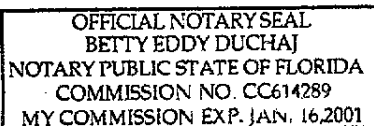
  
Edward B. Galante, Incorporator

STATE OF FLORIDA       ]  
COUNTY OF MARTIN    ]

BEFORE ME, the undersigned authority, personally appeared Edward B. Galante who, being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator for Fox Clip Fasteners Corp.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.

  
Notary Public, State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR**

**THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

AUG 10 PM 3:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

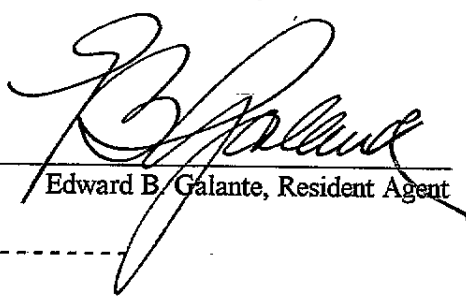
WITNESSETH that *Fox Clip Fasteners Corp.* desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Edward B. Galante, Esq., whose business address at which he will accept service of process for the corporation is 516 Camden Avenue, Stuart, Florida 34994. (561-283-2412).

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last hereinappearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

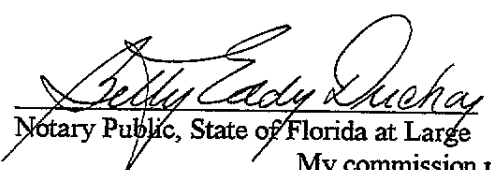
EXECUTED this 6<sup>th</sup> day of AUGUST 2001.

  
Edward B. Galante, Resident Agent

STATE OF FLORIDA     ]  
COUNTY OF MARTIN    ]

BEFORE ME personally appeared Edward B. Galante who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, Florida the date last hereinabove appearing.

  
Notary Public, State of Florida at Large

My commission number is: \_\_\_\_\_

My commission expires; \_\_\_\_\_

