# CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 Art of Inc. File LTD Partnership File\_\_\_\_\_ Foreign Corp. File\_\_\_\_\_ L.C. File Fictitious Name File\_\_\_\_ Trade/Service Mark\_\_\_\_\_ Merger File\_ Art. of Amend. File\_ RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy\_\_ Photo Copy\_ Certificate of Good Standing\_ Certificate of Status Certificate of Fictitious Name Corp Record Search\_\_\_\_\_ Officer Search Fictitious Search Fictitious Owner Search\_\_\_\_ Signature Vehicle Search Driving Record\_ Requested by: \_UCC 1 or 3 File UCC 11 Search J. BRYAN AUG 1 7 2001 Name

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# ARTICLES OF INCORPORATION

OF

# PROTEC USA, INC.

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# ARTICLE I

# NAME

The name of this corporation is Protec USA, Inc.

# ARTICLE II

# NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE III

# **AUTHORIZED SHARES**

The capital stock of this corporation shall consist of 10,000 shares of common stock, no par value.

# ARTICLE IV

# **INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

**INITIAL ADDRESS** 

The initial address of the principal place of business of this corporation in the State of Florida shall be 7695 S.W. 104<sup>TH</sup> Street, Suite 210, Miami, FL 33156. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

**DIRECTORS** 

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 1.

ARTICLE VIII

**INITIAL DIRECTORS** 

The names of the initial Board of Directors are as follows:

Jon Grossman Presiden

President /Secretary/Treasurer/ Director

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#### ARTICLE IX

#### SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Eric P. Littman 7695 S.W. 104<sup>th</sup> Street Suite 210 Miami, FL 33156

# ARTICLE X

# **VOTING FOR DIRECTORS**

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

# ARTICLE XI

# CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

# ARTICLE XII

# INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

# **ARTICLE XII**

# **RÉSIDENT AGENT**

The name and address of the initial resident agent of this corporation is:

Eric P. Littman, Esquire 7695 S.W. 104<sup>th</sup> Street Suite 210 Miami, FL 33156

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation on August 16, 2001.

Eric P. Littman, Subscriber

State of Florida County of Miami-Dade

The foregoing instrument was acknowledged before me on August 16, 2001 by Eric P. Littman, who is personally known to me and who did take an oath.

My commission expires:

Notary Public

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted: by Protec USA, desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named Eric P. Littman Esquire located at 7965 S.W. 104<sup>th</sup> Street, Suite 210, Miami, FL 33156 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.

Eric P. Littman

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