

Division of Corporations

Page 1 of 2

**PO1000096171****Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 OCT -3 AM 9:35**Electronic Filing Cover Sheet**

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000104080 6)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

**To:**

Division of Corporations  
Fax Number : (850)205-0381

**From:**

Account Name : SHUMAKER, LOOP & KENDRICK LLP  
Account Number : 075500004387  
Phone : (813)229-7600  
Fax Number : (813)229-1660

**FLORIDA PROFIT CORPORATION OR P.A.****VARAHI USA, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

N. Culligan. OCT 3 - 2001

Fax Audit No.: H01000104080 6

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

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is VARAHI USA, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

4 Armstrong Road  
Building #2  
Shelton, Connecticut 06484

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

**ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Julio C. Esquivel, Esq.  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 OCT - 3 AM 9:35

Fax Audit No.: H01000104080 6

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator are:

Julio C. Esquivel, Esq.  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2<sup>nd</sup> day of October, 2001.

  
Julio C. Esquivel, Esq.  
Incorporator

Fax Audit No.: H01000104080 6

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

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is VARAHI USA, INC.
2. The name and street address of the registered agent and office in the State of Florida are:

Julio C. Esquivel, Esq.  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

  
Julio C. Esquivel

Dated: October 2, 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 OCT -3 AM 9:35

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
Julio C. Esquivel  
Registered Agent

Dated: October 2, 2001