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**IFEM**<sup>®</sup>

*Institute For  
Excellence in  
Management*

IFEM (USA) Inc.  
24311 Walden Center Dr.  
Suite 202  
Bonita Springs, FL 34134

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

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3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY - 1 AM 8:33

Examiner's Initials

## ARTICLES OF INCORPORATION

OF

**SGMI (USA), Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

### ARTICLE I NAME

The name of the corporation shall be:

SGMI (USA), Inc.

The principal mailing address of this corporation shall be:

23630 Peppermill Court  
Bonita Springs, FL 34134

### ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock at \$0.10 par value.

### ARTICLE IV REGISTERED AGENT

Initial registered office of the corporation shall be:

23630 Peppermill Court  
Bonita Springs, Florida, 34134

and the name of the initial registered agent shall be:

Christian J. Stern

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY -1 AM 8:33

**ARTICLE V**  
**EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which s/he already holds, shall the right to purchase his/her pro rata share, as nearly as may be one without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VII**  
**SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VII**  
**ELECTION OF SUBCHAPTER S**

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

**ARTICLE IX**  
**OFFICERS AND DIRECTORS**

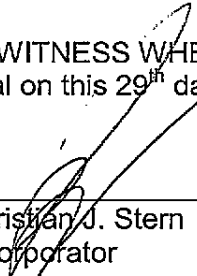
The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in they By-Laws of the Corporation.

**ARTICLE X**  
**INCORPORATORS**

The name and the street address of the incorporator of these articles of Incorporation are:

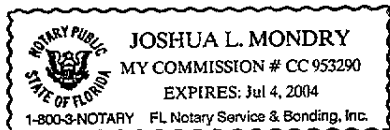
Christian J. Stern  
23630 Peppermill Court  
Bonita Springs, FL 34134


IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 29<sup>th</sup> day of April, 2002.

  
\_\_\_\_\_  
Christian J. Stern  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 2000, by Christian J. Stern ( ) who is personally known to me or (✓) who has produced Pub # 536510572480 as identification.



  
\_\_\_\_\_  
Signature Notary Public

Joshua L Mondry  
\_\_\_\_\_  
Print Name, Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER 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 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
Christian J. Stern