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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 9, 2002

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SUBJECT: APES<sup>USA,</sup> INC.  
REF: W02000013450

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**H 02000136077**  
**ARTICLES OF INCORPORATION**  
**OF**  
**APES USA, INC.**

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**02 MAY - 3 48 PM**  
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Article I - Name

The name of this corporation is **APES USA, INC.** with its principal and mailing address being: **SUNRISE BLVD (#502), FORT LAUD, Florida, 33304.**

Article II - Duration

This corporation shall exist perpetually, unless sooner dissolved according to law.

Article III - Purpose

This corporation is organized for the following purpose:  
**SALES AND MARKETING** and for the purpose of transacting any or all other lawful business permitted under the laws of the United States of America and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5000 shares of \$1.00 par value common stock, which shall be designated "Common Shares", and 0 shares of preferred stock of (N/A) par value, which shall be designated "Preferred Shares".

Article V

Preferences, Limitations, and Relative Rights of Shares of Capital Stock

Section 1. Dividends

The holders of record of the Preferred Shares shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Shares. Cash dividends on Preferred Shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on the preferred shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution of the Common Shares. Cash dividends on Preferred Shares shall accrue from the date of issue. Upon the payment of setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

Section 2. Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation's, dissolution, or winding up of this corporation, the holders of record of the outstanding Preferred Shares shall be entitled to be paid \$ 0.00 for each of such Preferred Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of the Preferred Shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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#### Article VI - Designation of Series

Additional Preferred Shares may be issued from time to time in series. All Preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors, is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute each series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, of each, any or all series; for the shares
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;

#### Article VII - Pre-emptive Rights

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

#### Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2455 EAST SUNRISE BLVD. (#502), Ft LAUD. FL. 33304, Florida and the name of the initial registered agent of this corporation at that address is GERALD S SCHNITZER.

#### Article IX - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

STEVE TRAVALE, 2455 EAST SUNRISE BLVD. (#502), FORT LAUD., FL. 33304  
PETER SGARLATO 2455 EAST SUNRISE BLVD. (#502), FORT LAUD., FL. 33304

#### Article X - Incorporator

The name and address of the person signing these articles  
GERALD S SCHNITZER, 2455 EAST SUNRISE BLVD. (#502), FORT LAUD., FL. 33304.

#### Article XI - BY-LAWS

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

#### Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

NO STOCK ISSUED AT THIS TIME

Shares held by the initial shareholders listed above may be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

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The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XIII - Cumulative Voting

At each election for directors every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by forty percent (51%) of the shares entitled to vote.

#### Article XV - Shareholder Quorum and Voting

FIFTY ONE Percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of FIFTY ONE Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### Article XVI - Approval of Shareholders Required For Merger

The approval of the shareholders of this corporation to any Plan of merger shall be required in every case, whether or not such approval is required by law.

#### Article XVII - Right of Shareholders to Dissent

The shareholders of this corporation shall have the right to dissent from any corporate actions from which the shareholders are entitled to dissent under the Florida General Corporation Act.

#### Article XVIII - Management of Corporation By Shareholders

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### Article XIX - Powers

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain, and defend in its corporate name, in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with 607.141.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

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(h) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with its articles of incorporation or within the laws of this state, for the administration and regulation of the affairs of the corporate.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### Article XX - Directors Compensation

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### Article XXI Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation.

#### Article XXII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debt in any extent what ever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

Article XXII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this long date

  
GERALD S SCHNITZER

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance with Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act: **APES USA, INC.** Name of Corporation desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at the City of FORT LAUDERDALE, in the County of, BROWARD and the State Florida, has named GERALD S SCHNITZER, 2455 EAST SUNRISE BLVD. (#502), Fort Laud, Fl., 33304

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
GERALD S SCHNITZER

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