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FRANK R. JELINEK, INC.

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June 24, 2002

Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

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-07/01/02--01050--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

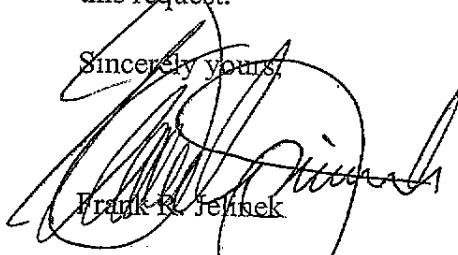
Re: Articles of Incorporation for Strathan USA Corporation

Dear Sir or Madam:

I am enclosing the original and two copies of Articles of Incorporation, in connection with the above-captioned matter. I am also enclosing my firm check in the amount of \$78.75 to cover the cost of this service. If any additional fees are owed, please let me know, and I will mail them to you by return mail. Please return a file-stamped copy to me in the enclosed, self-addressed, stamped envelope.

Thank you for your attention to this matter. Please call me if you have any questions concerning this request.

Sincerely yours,

  
Frank R. Jelinek

FRJ/dsu Enclosures  
cc: Terry Davison

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TALLAHASSEE FLORIDA  
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TALLAHASSEE FLORIDA

**Articles of Incorporation**  
**of**  
**Strathan USA Corporation**  
A Florida Corporation

**Article I.**

The name of the corporation is Strathan USA Corporation.

**Article II.**

The period of its duration is perpetual.

**Article III.**

This corporation is a close corporation. Subject to the corporation remaining a close corporation, no shares of any class and no securities evidencing the right to acquire shares of the corporation shall be issued by means of any public offering, solicitation or advertisement. Subject to the corporation remaining a close corporation, all issued shares of the corporation and all issued securities evidencing their right to acquire shares shall be subject to the restrictions on transfer as permitted by the FLORIDA STATUTES. All issued shares (excluding treasury shares) and all issued securities evidencing the right to acquire shares of the corporation shall be held of record by no more than thirty-five (35) persons in the aggregate.

**Article IV.**

The purpose or purposes for which the corporation is organized are:

- a) To enter into any lawful business arrangement for sharing profits and/or losses in transactions, and to promote, organize and own interests in other corporations; joint ventures and limited liability companies.
- b) To transact any and all other lawful businesses or activities for which corporations may be incorporated under the Florida Statutes in the State of Florida, or elsewhere.

c) To have and to exercise all rights and powers that are now or may hereafter be granted to a corporation by law.

#### Article V.

The aggregate number of shares which the corporation shall have the authority to issue is one hundred thousand (100,000), with such shares to have no stated par value. Only common stock shall be issued by said corporation.

#### Article VI.

The corporation will not commence business until it has received for the issuance of its shares, consideration of at least the sum of One Thousand Dollars (\$1,000.00), in money or in property as valued by the Directors.

#### Article VII.

The address of the registered office for said corporation is 2930 S.W. 22<sup>nd</sup> Circle #A, Delray Beach, FL 33445, and the name of the registered agent at such address is William Terry Davison.

#### Article VIII.

Subject to the corporation remaining a close corporation under the FLORIDA STATUTES, the business and affairs of the corporation may be managed by the shareholders of the corporation, or by a person appointed by the shareholders in lieu of a Board of Directors; provided, however, that the shareholders may at any time by unanimous vote agree to elect a Board of Directors to manage the business and affairs of the corporation. The name and address of the initial shareholders which will perform the functions of the initial Board of Directors is as follows:

| NAME                  | ADDRESS                                                        |
|-----------------------|----------------------------------------------------------------|
| William Terry Davison | 2930 S.W. 22 <sup>nd</sup> Circle #A<br>Delray Beach, FL 33445 |
| Mary Ellen Davison    | 2930 S.W. 22 <sup>nd</sup> Circle #A<br>Delray Beach, FL 33445 |

The holders of at least a majority of the corporation's outstanding shares or securities evidencing their right to acquire shares, whether entitled to vote by the Articles of Incorporation or not, may by affirmative vote elect to terminate the corporation's status as a close corporation.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

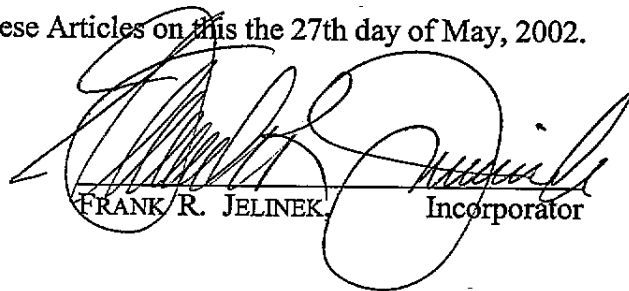
Article IX.

Cumulative voting shall not be permitted. The directors of said corporation shall have authority to endorse on each stock certificate issued by the corporation, restrictions on the transferability of the shares of said corporation, which shall appear on all shares of stock either originally issued, or subsequently issued. No shareholder or any other person shall have any preemptive rights whatsoever.

Article X.

The name and address of the incorporator is Frank R. Jelinek, 801 E. Abram, Suite 102, Arlington, Texas 76010.

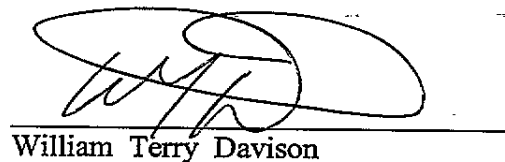
In Witness Whereof, I have signed these Articles on this the 27th day of May, 2002.



FRANK R. JELINEK  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent, and to accept service of process for the above stated 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 obligations of my position as registered agent.



William Terry Davison