

P03000149546

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

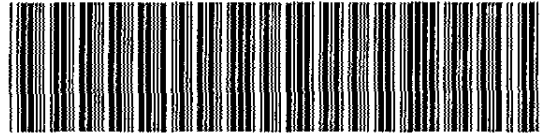
(Business Entity Name)

(Document Number)

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RECEIVED  
03 DEC -5 AM 11:18  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 DEC 11 PM 12:23

*Handwritten signature/initials*

*Handwritten number: 796-1296*

*Handwritten signature and date: 12/8/03*

**CT CORPORATION**

December 5, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5991076 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Market-USA, Inc. (FL)  
Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 8, 2003

CT CORPORATION

SUBJECT: MARKET-USA, INC.  
Ref. Number: W03000037030

*Please re-file  
+ backdate to  
the 8<sup>th</sup>*

We have received your document for MARKET-USA, INC.. However, the document has not been filed and is being returned for the following:

The document number of the name conflict is T96000001296.

*→ Fixed Name*

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

*Sec 4th Article*

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

*Date of filing is fine*

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 603A00065829

*The Ashley R. M.*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

03 DEC 11 AM 11:35

RECEIVED

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

03 DEC 11 PM 12:23

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** I, Kees Smeehuyzen, whose post office address is 523 Canoe Point, Delray Beach, Florida 33444, being at least 18 years of age, acting as incorporation under and by virtue of the Florida Business Corporation Act.

**SECOND:** The name of the corporation is **MARKETING USA, INC.** (the "Corporation").

**THIRD:** The purposes for which the Corporation is formed are (1) to import, export and market goods and services and (2) to engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Florida corporations and all other powers not inconsistent with law that are appropriate to promote and attain its purposes.

**FOURTH:** The post office address of the principal office of the Corporation is 523 Canoe Point, Delray Beach, Florida 33444, with mailing address of P.O. Box 546, Delray Beach, Florida 33447. The name of the registered agent of the Corporation is Kees Smeehuyzen who is an individual resident of the State of Florida and the registered office of the Corporation is 523 Canoe Point, Delray Beach, Florida 33444.

**FIFTH:** The total number of shares of capital stock that the Corporation has the authority to issue is 100,000, all of one class called Common Stock, par value \$1.00 per share. The aggregate par value of all of the shares of the Common Stock is \$100,000.

**SIXTH:** The Corporation shall initially have one director until changed as provided by the bylaws of the Corporation. The name and address of the individual who will serve as directors until the first meeting are as follows:


Kees Smeehuyzen	523 Canoe Point
	Delray Beach, Florida 33444

**SEVENTH:** The Corporation shall indemnify, to the fullest extent permitted by Florida law, as applicable from time to time, all persons who at any time were or are directors or officers of the Corporation for any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) relating to any action alleged to have been taken or omitted in such capacity as a director or an officer. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in

accordance with the applicable requirements of, Florida law, as applicable from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Florida law, as applicable from time to time, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the board of directors, the shareholders or special legal counsel appointed by the board of directors. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

**EIGHTH:** The duration of the Corporation shall be perpetual.

I have signed these Articles of Incorporation, and hereby acknowledge the same to be my act this 2nd day of December, 2003.




\_\_\_\_\_  
Nees Smechuyzen

**AFTER RECORDATION:**

**Please Return to:**

Colleen M. Pleasant, Esq.  
Miles & Stockbridge, P.C.  
10 Light Street  
Baltimore, Maryland 21202

Having been named as registered agent and to accept service of process for Marketing USA, Inc. at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Kees Smits  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 DEC 11 PM 12:23