

P04000039761

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

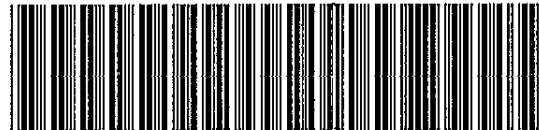
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/02/04--01053--003 \*\*78.75

FILED RECEIVED  
04 MAR -2 PM 12:53  
2004 MAR -2 DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

850-222-2785

City/St/Zip

Phone #

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

- 1- \_\_\_\_\_
- 2- \_\_\_\_\_
- 3- \_\_\_\_\_ KIORA USA, INC. \_\_\_\_\_
- 4- \_\_\_\_\_

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

### NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

### AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**KIORA USA, INC.**

FILED  
2009 MAR - 2 P  
SECRETARY OF STATE  
TALLAHASSEE, FL

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTIONS 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA BUSINESS CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation is and shall be:

**KIORA USA, INC.**

**ARTICLE II. GENERAL PURPOSE OF CORPORATION**

The general purposes for which this corporation is organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

**ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be at 450 East Las Olas Boulevard, Suite Number 800, Fort Lauderdale, Florida 33301-2223.

**ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be at 450 East Las Olas Boulevard, Suite Number 800, Fort Lauderdale, Florida 33301-2223; and, the registered agent at that office shall be Larry L. Adair.

#### **ARTICLE V. INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be ONE (1) and the names and address of each person who is to serve as a member thereof is as follows:

##### **NAME OF DIRECTOR**

##### **ADDRESS**

LARRY L. ADAIR

450 East Las Olas Blvd.  
Suite Number 800  
Fort Lauderdale, Florida  
33301-2223

#### **ARTICLE VI. CAPITAL STOCK**

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

ONE HUNDRED THOUSAND (100,000) SHARES  
of  
*COMMON STOCK*  
With a Par Value of \$1.00 Per Share  
[the "Common Stock"]

#### **ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall be not less than One Thousand And No/100 (\$1,000.00) Dollars. Each Incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

##### **NAME OF INCORPORATOR**

##### **NUMBER OF SHARES**

##### **CONSIDERATION**

LARRY L. ADAIR

1,000

\$1,000.00

#### **ARTICLE VIII. INCORPORATORS**

The name and address of each incorporator is as follows:

##### **NAME OF INCORPORATOR**

##### **ADDRESS**

LARRY L. ADAIR

450 East Las Olas Blvd.  
Suite Number 800  
Fort Lauderdale, Florida  
33301-2223

#### **ARTICLE IX. NUMBER OF DIRECTORS**

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the corporation.

#### **ARTICLE X. EXERCISE OF CORPORATE POWERS**

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

#### **ARTICLE XI. QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

#### **ARTICLE XII. REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

#### **ARTICLE XIII. EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 608.0825, Florida Statutes.

#### **ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

#### **ARTICLE XV. AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles Of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes.

#### **ARTICLE XVI. GENERAL POWERS**

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

#### **ARTICLE XVII. OFFICERS**

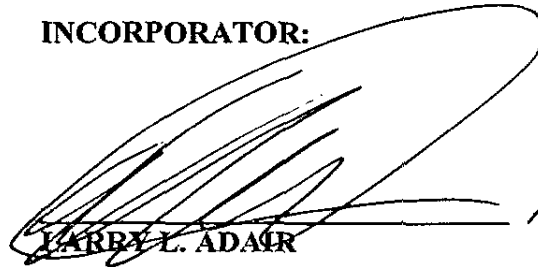
The officers of this corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

#### **ARTICLE XVIII. DURATION OF CORPORATION EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles Of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 27<sup>th</sup> day of February, 2004.

INCORPORATOR:




J. ARRY L. ADAIR

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by LARRY L. ADAIR, who is personally known to me or who has produced Florida Driver's License as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of February, 2004.

  
NOTARY PUBLIC  
Printed Name: Ellen Slone

My Commission Expires:

9-29-06



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

*In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:*

That **KIORA USA, INC.**, a *Florida corporation*, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, in the City of Fort Lauderdale, Broward County, Florida, has named **Larry L. Adair**, located at **450 East Las Olas Boulevard, Suite Number 800, Fort Lauderdale, Florida 33301-2223**, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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

Registered Agent

2009 MAR -2 P 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED