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TALLAHASSEE FLORIDA

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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**aba z&b usa, inc.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ABA Z&B USA, INC.

ARTICLE I

The name of the corporation shall be:

ABA Z&B USA, INC.

ARTICLE II

The mailing address of this corporation shall be 3708 Adams Street, Hollywood, Florida,  
33021.

ARTICLE III

The general nature of the business or businesses or objects or purposes to be transacted,  
promoted, or carried on by this corporation is as follows:

Section 1. To engage in the business of providing sales of machine tools and related parts  
and equipment and importation of machine tools.

Section 2. To purchase to receive by way of gift, subscribe for, invest in and in all other  
ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or  
otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee,  
contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in  
trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop,  
invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture,  
plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing),  
deal in and with property of every kind and character, real, personal or mixed, tangible or

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intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidentals, franchises, subsidies, charters, concessions grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunity of individual owners or holders thereof.

Section 3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

Section 4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

Section 5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

Section 6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem

calculated, directly or indirectly, to improve the interest of this corporation, and to all things specified in Chapter 28170, Laws of Florida, being Florida Statutes Sections 608.01 to 608.60, inclusive, as amended, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

Section 7. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

Section 8. Notwithstanding anything herein contained, these Articles shall not be construed as authorizing this corporation to possess the power of issuing bills, notes or other evidences of debts for circulation as money, or the power of carrying on the businesses of railroad, canal, telephone, telegraph, banking, savings and loan associations, insurance, or cemetery.

#### ARTICLE IV

The amount of capital stock which this corporation is authorized to have outstanding at any time is 100 shares at \$10.00 par value per share. The holders of common stock shall have

preemptive rights to purchase any shares of the corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for purchase, or otherwise acquire such shares.

#### ARTICLE V

This corporation shall exist perpetually, and shall begin existence on the 12<sup>th</sup> day of May, 2005 or as soon as incorporated by the Secretary of State of Florida.

#### ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) director, the exact number of directors to be fixed by the by-laws of the corporation.

#### ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office until the annual meeting of this corporation, or until their successors are elected and have qualified, are as follows:

**KLAUS J. WIRTH**  
3708 Adams Street  
Hollywood, Florida 33021

#### ARTICLE VIII

The names and post office addresses of each subscriber of this certificate of incorporation are as follows:

**KLAUS J. WIRTH**  
3708 Adams Street  
Hollywood, Florida 33021

Special provisions for the regulation of this corporation in furtherance and not in limitation of powers conferred by the Statutes of Florida, are hereby set forth:

Section 1. The meeting of the stockholders or Board of Directors may be held either within

or without the State of Florida.

Section 2. Stockholders' meetings may be held at any time or place, without call or notice, when the holders of 51% of all outstanding common stock shall be present at the meeting and sign a written consent thereto on the records of such meeting.

Section 3: At all elections of Directors of this corporation, each holder of record of stock possessing voting power shall be entitled to as many votes as shall equal the number of shares of stock owned by such holder. Voting for directors shall be non-cumulative.

Section 4. A majority of Board of Directors shall constitute a quorum of such Board.

Section 5. The officers of this corporation shall be: a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may deem necessary who need not be members of the Board of Directors. Any one person may hold two of said offices, however, the President shall not hold the office of Secretary.

Section 6. No officer of this corporation shall enter into any contracts for the purpose of the sale of land, or incur an indebtedness in the name of the corporation, or pledge any security of the corporation without express authority of a majority of the Board of Directors obtained at a meeting duly constituted. The officers of this corporation, who shall hold office until such time as their successors shall have been duly elected and qualified, are as follows:

KLAUS J. WIRTH  
3708 Adams Street  
Hollywood, Florida 33021

#### ARTICLE IX

The Registered Agent of the corporation shall be JACK BARITON, ESQ., 100 SOUTH PINE ISLAND ROAD, #108, PLANTATION, FLORIDA, 33324.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 12th day of May, 2005.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent for the above-named corporation, I hereby agree to accept the appointment.

STATE OF FLORIDA :

: ss:

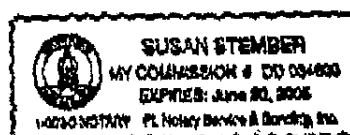
COUNTY OF BROWARD :

  
 JACK BARITON

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared JACK BARITON, to me known to be the person(s) described in and who executed the foregoing instrument and who acknowledged before me that said person(s) executed the same for the purposes therein expressed. The person(s) described herein are personally known to me or ( ) presented identification in the form of N/A and ( ) did ( ) did not take an oath.

WITNESS my hand and official seal, this 12<sup>th</sup> day of May 2005, in the County and State aforesaid.

  
 NOTARY PUBLIC, STATE OF FLA.  
 MY COMMISSION EXPIRES:



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