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FLORIDA PROFIT CORPORATION OR P.A.

Harp US Inc.

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**ARTICLES OF INCORPORATION
OF
HARP US INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is: Harp US Inc.

ARTICLE II
Initial Principal Office and Mailing Address

The corporation's initial principal office and mailing address are c/o Harp International Ltd., Gellihirion Industrial Estate, Pontypridd, CF37 5SX, United Kingdom.

ARTICLE III
Shares

The corporation shall have authority to issue 100 shares of capital stock, all of which are designated common stock, par value \$0.01 per share.

ARTICLE IV
Purpose

The corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V
Initial Registered Agent and Office

The street address of its initial registered office is 4221 W. Boy Scout Boulevard, Tampa, Florida 33607, and the name of its initial registered agent at that address is CFRA, LLC, a Florida limited liability company.

ARTICLE VI
Incorporator

The name and address of the incorporator is: Mark A. Danzl, Carlton Fields, PA, 4221 W. Boy Scout Boulevard, Tampa, Florida 33607.

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ARTICLE VII**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to alteration, amendment or repeal by the directors.

ARTICLE VIII**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX**Amendments**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and, subject to Article VIII, all rights conferred hereunder are subject to this reservation.

Dated this 6th day of July 2005.


Mark A. Danzi, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 6th day of July 2005.

Registered Agent:

CFRA, LLC,
a Florida limited liability company

By:


Mark A. Danzi

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