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STATE OF FLORIDA

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.

global pay (overseas) inc.

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STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GLOBAL PAY (OVERSEAS) INC.

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

GLOBAL PAY (OVERSEAS) INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock with no par value.

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ARTICLE FIVE

The street address of the initial office of the Corporation is:

Global Pay (Overseas) Inc.
201 South Biscayne Blvd, 28th Floor
Miami, Florida 33131

ARTICLE SIX

The name and address of the initial Registered Agent is:

Clemens W. Pauly
815 Ponce de Leon Blvd., Suite 205
Coral Gables, Florida 33134

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors and Officers of the Corporation are as follows:

Renate Anna Schaefers
President
201 South Biscayne Blvd, 28th Floor
Miami, Florida 33131

Joachim Focke
Treasurer and Secretary
201 South Biscayne Blvd, 28th Floor
Miami, Florida 33131

ARTICLE EIGHT

The name and address of the incorporator is as follows:

Clemens W. Pauly
815 Ponce de Leon Blvd., Suite 205
Coral Gables, Florida 33134

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STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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.

DATED this 18th day of October, 2005.



CLEMENS W. PAULY
Registered Agent

These Articles were prepared by:
Clemens W. Pauly, Esq.
LANGSTADTPAULY CHARTERED
815 Ponce De Leon Boulevard
2nd Floor
Coral Gables, FL 33134
PH: (305) 648-3909
FX: (305) 648-3910

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