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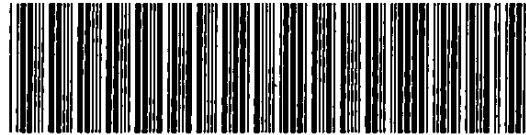
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07 APR 25 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/26/07

**COVER LETTER**

**FILED**

07 APR 25 PM 3: 54

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT: TECTANE TECHNOLOGIES USA, INC.**

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM: KENNETH B. CRENSHAW, ESQ.**

Name (Printed or typed)

**1555 PALM BEACH LAKES BLVD., STE. 920**

Address

**WEST PALM BEACH, FLORIDA 33401**

City, State & Zip

**561-439-6100**

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILED

07 APR 25 PM 3:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 13, 2007

KENNETH B. CRENSHAW, ESQUIRE  
1555 PALM BEACH LAKES BOULEVARD  
SUITE 920  
WEST PALM BEACH, FL 33401

SUBJECT: TECTANE TECHNOLOGIES USA, INC.  
Ref. Number: W07000018119

We have received your document for TECTANE TECHNOLOGIES USA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 907A00024979

ARTICLES OF INCORPORATION

OF

TECTANE TECHNOLOGIES USA, INC.

FILED

07 APR 25 PM 3:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TECTANE TECHNOLOGIES USA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business.

ARTICLE III. CAPITAL STOCK

The capital stock of this corporation shall consist of one hundred million (100,000,000) shares, No Par Value Common Stock.

ARTICLE IV. PRINCIPAL OFFICE AND MAILING ADDRESS

The Principal Office and Mailing Address of this corporation is 1555 Palm Beach Lakes Blvd., Suite 920, West Palm Beach, Florida 33401.

ARTICLE V. REGISTERED AGENT/REGISTERED ADDRESS

The street address of the initial registered office of the corporation shall be 1555 Palm Beach Lakes Blvd., Suite 920, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is Kenneth B. Crenshaw.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors, initially. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and street address of the initial members of the Board of Directors are:

|                     |   |
|---------------------|---|
| NINO DE SANTUS      | 1555 Palm Beach Lakes Blvd.,<br>Suite 920<br>West Palm Beach, Florida 33401 |
| NICOLA FRANCESCHINI | 1555 Palm Beach Lakes Blvd.,<br>Suite 920<br>West Palm Beach, Florida 33401 |
| BERHANE ASGHEDOM    | 1555 Palm Beach Lakes Blvd.,<br>Suite 920<br>West Palm Beach, Florida 33401 |

#### ARTICLE VII. OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified, shall be:

|                     |   |
|---------------------|---|
| NINO DE SANTUS      | 1555 Palm Beach Lakes Blvd.,<br>Suite 920<br>West Palm Beach, Florida 33401 |
| NICOLA FRANCESCHINI | 1555 Palm Beach Lakes Blvd.,<br>Suite 920<br>West Palm Beach, Florida 33401 |
| BERHANE ASGHEDOM    | 1555 Palm Beach Lakes Blvd.,<br>Suite 920<br>West Palm Beach, Florida 33401 |

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation are:

|                     |   |
|---------------------|---|
| Kenneth B. Crenshaw | 1555 Palm Beach Lakes Blvd.,<br>Suite 920<br>West Palm Beach, Florida 33401 |
|---------------------|---|

#### ARTICLE IX. SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual director's meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time and place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary, and a Treasurer of this Corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or

transaction of the corporation will any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

#### ARTICLE X. PREEMPTIVE RIGHTS

Any shareholder, upon the proposed sale of any new issued, unissued (or treasury) stock of the same class or series of this corporation, shall have the right to purchase his pro-rata share of such new issued, unissued or treasury shares (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others.

#### ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless first offered to the corporation and then to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a bylaw of the corporation.

#### ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation

to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any bylaws, agreements or otherwise.

ARTICLE XIII. LIMITATION OF DIRECTOR'S LIABILITY

A director of this corporation shall not be personally liable to the corporation or its stockholders for money damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida General Corporation law. If the Florida General Corporation Law is amended after approval by the stockholders of this Article 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 applicable Florida or General Law, and as amended from time to time without further action by the stockholders.

Any repeal or modification of this Article shall not increase the personal liability of any director of this corporation for any act or occurrence taking place prior to such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this Article.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal on this 15 day of April, 2007.

  
(SEAL)  
KENNETH B. CRENSHAW, Incorporator



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
AND ACCEPTANCE

Pursuant to the provision of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

TECTANE TECHNOLOGIES USA, INC.

2. The name and address of the Registered Agent and Registered Office is:

KENNETH B. CRENSHAW  
1555 Palm Beach Lakes Blvd., Suite 920  
West Palm Beach, Florida 33401

Having been named as Registered Agent, and to accept service of process for the above-stated Corporation at the place designated in this Certificate, 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 obligations of my position as Registered Agent.

  
Kenneth B. Crenshaw

April 15, 2007  
Date

FILED  
07 APR 25 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA