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2008 AUG 28 A 11:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-29-08  
40C

**JOHN D. O'DONNELL**

*Attorney at Law*

*Colonial Building  
Suite 201*

**4367 North Federal Highway  
Fort Lauderdale, Florida 33308**

**Telephone: (954) 491-2700  
Fax: (954) 491-2111**

August 25, 2008

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: TLCC AMERICA CORP.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation.

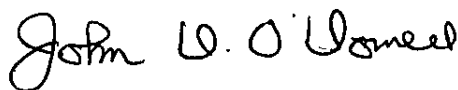
After it has been filed of record, please return the certified copy to this office.

Enclosed is a check in the amount of \$122.50 to cover the following costs:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$ 122.50
	=====

Thank you for your attention to this matter.

Very truly yours,



JOHN D. O'DONNELL

JDO:do

enclosures

# **ARTICLES OF INCORPORATION**

**of**

## **TLCC AMERICA CORP.**

**FILED**  
2008 AUG 28 A 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

### **ARTICLE I**

The name of the corporation is: **TLCC AMERICA CORP.**

### **ARTICLE II**

The general nature of the business to be transacted by this corporation is the import and export of goods, services, inventory and merchandise.

### **ARTICLE III**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is: 3,000 shares/par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

### **ARTICLE IV**

The amount of capital with which this corporation will begin business is not less than \$3,000.00.

### **ARTICLE V**

This corporation is to exist perpetually.

## **ARTICLE VI**

Pursuant to 607.034, Florida Statutes, the registered office of this corporation in the State of Florida shall be: 4367 North Federal Highway, Colonial Building, Suite 201, Fort Lauderdale, Florida 33308.

The registered agent in the State of Florida shall be JOHN D. O'DONNELL whose business address is: 4367 North Federal Highway, Colonial Building, Suite 201, Fort Lauderdale, Florida 33308.

The above is also the mailing address.

## **ARTICLE VII**

This corporation shall have three (3) director(s), initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

## **ARTICLE VIII**

The names and post office addresses of the members of the first Board of Directors, the President, Vice President and Secretary-Treasurer are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Leonardo V. Gutierrez	521 NE 16 Street Boca Raton, FL 33432	President Director
Charles W. Grimes	521 NE 16 Street Boca Raton, FL 33432	Vice-President Secretary Director
Gregory J. Battersby	521 NE 16 Street Boca Raton, FL 33432	Treasurer Director

### **ARTICLE IX**

The names and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSID- ERATION</u>
Leonardo V. Gutierrez	521 NE 16 Street Boca Raton, FL 33432	1,000	\$ 1,000.00
Charles W. Grimes	521 NE 16 Street Boca Raton, FL 33432	1,000	\$ 1,000.00
Gregory J. Battersby	521 NE 16 Street Boca Raton, FL 33432	1,000	\$ 1,000.00

In accordance with Florida Statutes 613.26, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

### **ARTICLE X**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by the majority of the stockholders entitled to vote thereon.

**ARTICLE XI**

It is the intention of this Charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code.

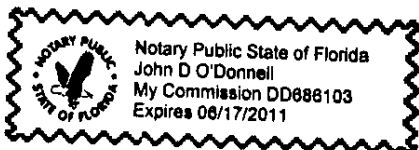
Leonardo V. Gutierrez (SEAL)  
Charles S. [Signature] (SEAL)  
Angela [Signature] (SEAL)

STATE OF FLORIDA            )  
  SS  
COUNTY OF BROWARD        )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: Leonardo V. Gutierrez, \_\_\_\_\_, and \_\_\_\_\_, to me known to be the person(s) described as subscriber(s) in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 8th day of August, 2008.

My Commission Expires:



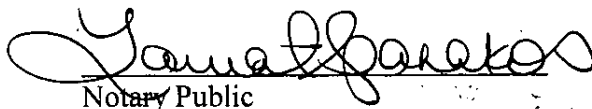
John D. O'Donnell  
Notary Public  
John D. O'Donnell  
Notary Public Printed Name

STATE OF CONNECTICUT )  
SS  
COUNTY OF FAIRFIELD )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHARLES W. GRIMES, to me known to be the person(s) described as subscriber(s) in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 14<sup>th</sup> day of August, 2008.

My Commission Expires:

  
Notary Public

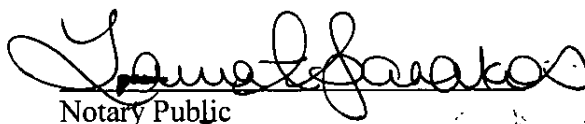
Laura A. Spanakos  
Notary Public  
My Commission Expires: Aug. 31, 2011

STATE OF CONNECTICUT )  
SS  
COUNTY OF FAIRFIELD )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GREGORY J. BATTERSBY, to me known to be the person(s) described as subscriber(s) in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 14<sup>th</sup> day of August, 2008.

My Commission Expires:

  
Notary Public

Laura A. Spanakos  
Notary Public  
My Commission Expires: Aug. 31, 2011

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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:

FIRST: That TLCC AMERICA CORP., desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City  
of Fort Lauderdale, County of Broward, State of Florida, has named John D. O'Donnell,  
located at 4367 North Federal Highway, Colonial Building, Suite 201, City of Fort Lauderdale,  
County of Broward, State of Florida, zip code 33308, as its registered agent to accept service of  
process within this State.

ACKNOWLEDGMENT; (Must be signed by designated agent)

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

John D. O'Donnell  
(Registered Agent)

STATE OF FLORIDA                    )  
  SS  
COUNTY OF ST. LUCIE            )

I HEREBY CERTIFY that on this day personally appeared before me the undersigned  
authority, JOHN D. O'DONNELL, well known to me to be the person described in and who  
executed the foregoing instrument, and he acknowledged before me that he executed as his free  
and voluntary act and deed for the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on  
this 25 day of August, 2008.

My Commission Expires: MAY 13, 2012

Maria Silva  
Notary Public – State of Florida

Notary Printed Name: MARIA SILVA

