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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

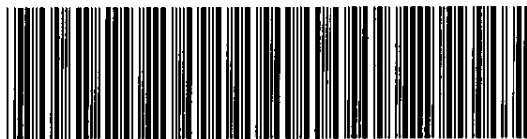
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**FILED**

**Dec 31, 2008 08:00 AM**  
**Secretary of State**

**B. KOHR**

JAN - 5 2009

**EXAMINER**

SQUIRE, SANDERS & DEMPSEY

Requester's Name

215 S. MONROE ST. SUITE 601

Address

FALLAHASSEE 32301 222.2300

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. BETLEY COMPANY N.V., INC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

WHEN READY

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

**NEW FILINGS**

☒ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

IF YOU HAVE ANY QUESTIONS  
PLEASE CONTACT ELIZABETH GLEATON  
AT 222.2300. THANK YOU.

Examiner's Initials

**FILED**  
**Dec 31, 2008 08:00 AM**  
**Secretary of State**

**CERTIFICATE OF CONVERSION FOR  
"OTHER BUSINESS ENTITY" INTO  
FLORIDA PROFIT CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Betley Company, N.V. a Netherland Antilles limited liability company

2. Betley Company N.V. is a limited liability company first organized, formed or incorporated under the laws of Netherlands Antilles on March 20, 1979.

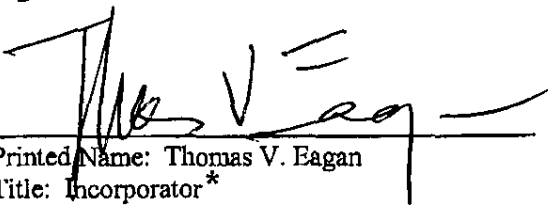
3. The jurisdiction of [organization, formation or incorporation] of Betley Company N.V. has not changed, and, immediately prior to the filing of this Certificate of Conversion, Betley Company N.V. remains in active status under the law of Netherland Antilles.

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Betley Company N.V., Inc.

Signed this 31st day of December, 2008.

Signature:

  
Printed Name: Thomas V. Eagan  
Title: Incorporator\*

\* And authorized representative for  
BETLEY COMPANY, N.V.

**FILED**  
**Dec 31, 2008 08:00 AM**  
**Secretary of State**

**ARTICLES OF INCORPORATION  
OF  
BETLEY COMPANY N.V.**

**ARTICLE I -NAME**

The name of the corporation shall be BETLEY COMPANY N.V., INC. (the "Corporation").

**ARTICLE II-PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

c/o Thomas V. Eagan, Esq.  
200 South Biscayne Boulevard  
Suite 4000, Miami, Florida 33131

**ARTICLE III-PURPOSE**

The purpose for which the Corporation is organized is to conduct any or all lawful business.

**ARTICLE IV- SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, each share having a par value of \$.01.

**ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Corporation is:

Thomas V. Eagan, Esq.  
200 South Biscayne Boulevard  
Suite 4000  
Miami, Florida 33131

## ARTICLE VI-Indemnification of Officers and Directors

### Section 1. Mandatory Indemnification.

(a) Except as provided below, the Corporation shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each officer and director of the Corporation (including the heirs, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties and fines) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan).

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in Section 3 of this Article, (i) the Corporation shall indemnify a person entitled to indemnification under Section 1(a) in connection with a Proceeding (or part thereof) initiated by an indemnified person only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 60 days after receipt of notice thereof from the indemnified person and (ii) the Corporation shall not be required to indemnify or advance costs to any director or officer (or such person's heirs, executors, administrators or estate) in an action in which such person is an adverse party to the Corporation.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1(a) of this Article in defending a Proceeding may be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the indemnified person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such person (except a Proceeding authorized by Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 60 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking. The Board of Directors may, upon approval of

the indemnified person, authorize the Corporation's counsel to represent the person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding.

**Section 3. Procedure For Indemnification.** Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the director or officer. The right to indemnification or advances as granted by this Article shall be enforceable by the director or officer in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 60-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation to have made a determination prior to the commencement of the action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

**Section 4. Survival of Indemnification.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any statute, agreement, vote of stockholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as an officer or director and as to actions in another capacity while still an officer or director, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, heirs, beneficiaries, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each director and officer of the Corporation described in Section 1 of this Article who serves or served as such at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such director or officer or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of agents of the Corporation and for such other indemnification of the directors and officers of the Corporation as it deems appropriate.

**Section 5. Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against

such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

Section 6. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation described in Section 1 of this Article to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporator of the Corporation is:

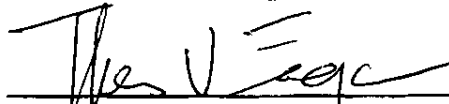
Thomas V. Eagan, Esq.  
c/o Squire Sanders & Dempsey, L.L.P.  
200 South Biscayne Boulevard  
Suite 4000  
Miami, FL 33131

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 31st day of December, 2008.

  
\_\_\_\_\_  
Thomas V. Eagan, Esq., Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Florida Statutes Chapter 607.

  
Thomas V. Eagan, Esq.