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FLORIDA PROFIT/NON PROFIT CORPORATION

PTH (USA), INC.

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**ARTICLES OF INCORPORATION
OF
PTH (USA), INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be PTH (USA), INC. The street address and mailing address of the principal office of the corporation is 12700 Washburn Drive, Fort Myers, Florida 33905.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

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ARTICLE V**INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME**ADDRESS**

Andrew Jessen

6371-4 Presidential Court
Fort Myers, Florida 33919**ARTICLE VI****DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

Patricia E. Klees

12700 Washburn Drive
Fort Myers, Florida 33905**ARTICLE VII****OFFICERS**

The names and addresses of the persons to serve as Officers of the corporation until the first annual meeting of the Board of Directors of the corporation, or until one or more successors have been elected and qualify, are as follows:

Patricia E. Klees, President, Secretary and Treasurer
12700 Washburn Drive
Fort Myers, Florida 33905Frank Sibilack, Vice President
1721 SW 1st Avenue
Cape Coral, Florida 33991

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ARTICLE VIII**PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE IX**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE X**INDEMNIFICATION**

The corporation shall, to the fully extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any director, officer, employee or agent whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

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ARTICLE XI


INCORPORATORS

The name and the address of the person signing these Articles of Incorporation is as follows:

Andrew Jessen

6371-4 Presidential Court
Fort Myers, Florida 33919

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 10th day of September, 2009.

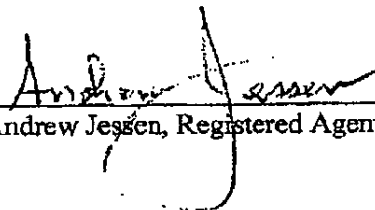


Andrew Jessen

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: 
Andrew Jessen, Registered Agent

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