

P10000077104

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

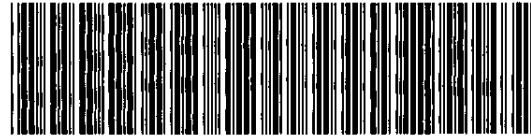
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400183438774

400183438774

07/29/10--01017--007 **78.75

FILED

2010 SEP 20 P 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7400 Baymeadows Way, Suite 106
Jacksonville, FL 32256

Robert B. Wallace
Attorney at Law

(904) 733-5190
Fax (904) 733-9602

July 27, 2010

Corporate Records Bureau
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

Dear Sirs:

I am sending to your office Articles of Incorporation. Pursuant to Florida Statutes, I am enclosing the following: \$78.75.

I am sending to your office Articles of Amendment. Pursuant to Florida Statutes, I am enclosing the following: \$35.00.

As part of a sale of assets, Spheretex America, Inc. is transferring its name to the buyer.

Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,

Robert B. Wallace
Attorney at Law

RBW/dlc
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 SEP 20 P 12:14

FILED

7400 Baymeadows Way, Suite 106
Jacksonville, FL 32256

Robert B. Wallace
Attorney at Law

(904) 733-5190
Fax (904) 733-9602

September 14, 2010

Corporate Records Bureau
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

Dear Sirs:

I am sending to your office Articles of Incorporation.

Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,

Robert B. Wallace
Attorney at Law

RBW/dlc
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 30, 2010

ROBERT B. WALLACE, ESQUIRE
7400 BAYMEADOWS WAY, SUITE 106
JACKSONVILLE, FL 32256

SUBJECT: SPHERETEX AMERICA, INC.
Ref. Number: W10000035802

We have received your document for SPHERETEX AMERICA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document submitted for the name change amendment was a Not for Profit amendment form. Therefore, your prompt attention to the amendment reject letter will allow me to file the new corporation.

Please return the corrected 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) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

Letter Number: 010A00018444

*7/30/10 letter not
sent
called - he will
send letter box.*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 8, 2010

ROBERT B. WALLACE, ESQUIRE
7400 BAYMEADOWS WAY, SUITE 106
JACKSONVILLE, FL 32256

SUBJECT: SPHERETEX AMERICA, INC.
Ref. Number: W10000035802

We have received your document for SPHERETEX AMERICA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article II you state the effective date will be the execution of these articles. It was executed on July 27th. You can no longer have that effective date because the name did not become available until August 27th and you can only go back 5 business days.

Please return 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) 245-6913.

Diane Cushing
Document Specialist Supervisor

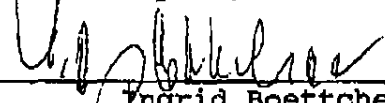
Letter Number: 210A00021435

AFFIDAVIT

The undersigned, Affiant, being duly sworn and cautioned to speak the truth, does say:

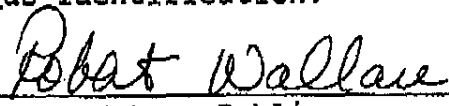
1. That my name is Ingrid Boettcher and I am the president of Spheretex America, Inc., filed under document number P92000005706.
2. That the assets of the company have been sold and as part of that sale the name of the corporation was agreed to be transferred to Siegfried Gerhard.
3. That the corporation has released its corporate name Spheretex America, Inc. to Siegfried Gerhard.

Dated July 27, 2010.


Ingrid Boettcher

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 27th day of July, 2010 by Ingrid Boettcher, who is personally known to me X or who has produced _____ as identification.


Notary Public



ROBERT WALLACE
MY COMMISSION # DD 785798
EXPIRES: May 5, 2012
Bonded Third Budget Notary Services

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 SEP 20 P 12:14

FILED

FILED

2010 SEP 20 P 12: 14

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SPHERETEX AMERICA, INC.

The undersigned Incorporator of these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation for profit under the General Corporation Act and other laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is Spheretex America, Inc. and its principal office is located at 201 ATP Blvd. #162, Ponte Vedra Beach, Florida 32082 and its mailing address is P.O. Box 1936, Ponte Vedra Beach, FL 32004.

ARTICLE II. DURATION

This corporation is to exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CORPORATE POWERS

This corporation shall have all and singular the following powers:

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of the corporation's business.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, and to carry on any business which this corporation has the direct or incidental authority to pursue.

To enter into, for the benefit of its employees, one or more of the

following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies, provided, however, the capital of this corporation cannot be impaired thereby.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment to it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

To have, in furtherance of the corporate purpose, all of the powers conferred upon corporations organized under the Florida General Corporation subject to any limitations contained in these articles of incorporation.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue ten thousand shares of one (\$1.00) par value common stock.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 201 ATP Blvd. #162, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Ingrid Boettcher. The stockholders shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VII. INCORPORATORS

The name and address of the person signing these articles are:

Siegfried Gerhards
201 ATP Blvd. #162
Ponte Vedra Beach, Florida 32082

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE IX. BY-LAWS

The stockholders of this corporation shall have the sole power to adopt, amend or repeal By-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-laws.

ARTICLE X. OFFICERS

Thez initial officers of the corporation who shall hold office for the ensuing year until their respective successors are chosen and qualify are:

Siegfried Gerhards
Ingrid Boettcher

President and Treasurer
Vice President and Secretary

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on July 27, 2010.


Siegfried Gerhards

FILED

2010 SEP 20 P 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Florida Statutes, the following is submitted in
compliance with said Act:

First that Spheretex America, Inc., 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 Jacksonville,
Florida, has named

Ingrid Boettcher

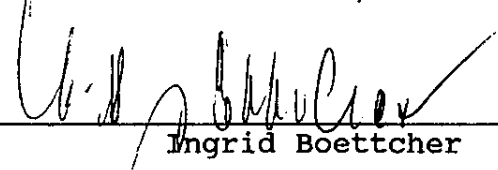
located at:

201 ATP BLVD. #162
Ponte Vedra Beach, FL 32082

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby
accept to act in this capacity.


Ingrid Boettcher

2010 SEP 20 P 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED