

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
ELATEC USA INC.

Certificate of Status	0
Certified Copy	0
Page Count	056
Estimated Charge	\$70.00

\*RE-SUBMIT\*

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MD 3/28



March 27, 2013

CT

SUBJECT: ELATEC USA INC  
REF: W13000017833

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation. ✓

If you have any further questions concerning your document, please call (850) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H13000068312  
Letter Number: 613A00007213

**\*RE-SUBMIT\***

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P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

ELATEC USA INC.

I.  
NAME

The name of the Corporation is: Elatec USA Inc.

II.  
CAPITALIZATION

The Corporation has authority to issue one thousand (1,000) shares of capital stock, One U.S. Cent (\$0.01) par value per share, all of which shall be designated as "Common Stock." Such shares shall have unlimited voting rights and are entitled to receive the net assets of the Corporation upon dissolution.

III.  
REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation is 3228 SW Martin Downs Blvd., Suite 201, Palm City, FL 34990. The initial registered agent of the Corporation at such office is John Tepley.

IV.  
INCORPORATOR

The name and address of the incorporator is:

Wilhelm J. Ziegler, Esq.  
Arnall Golden Gregory LLP  
171 17<sup>th</sup> Street NW  
Suite 2100  
Atlanta, GA 30363-1031

V.  
INITIAL PRINCIPAL OFFICE

The mailing address of the initial designated office of the Corporation is 3228 SW Martin Downs Blvd., Suite 201, Palm City, FL 34990.

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VI.  
PURPOSE OF CORPORATION

The nature of the business and the purpose to be conducted and promoted are to engage in any lawful act or activity for which corporations may be incorporated under the Florida Business Corporation Act (the "Act"), and to exercise all the rights, privileges, immunities and authorities granted to or exercised by business corporations under the laws of the State of Florida effect.

VII.  
LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of the law; (iii) for the types of liability set forth in Section 607.0834 of the Act; or (iv) for any transaction from which the director received an improper personal benefit. If the Act is amended after the effective date of this Article to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

VIII.  
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the Act, indemnify any and all persons whom it shall have the power to indemnify under said sections from and against any and all of the expenses, liabilities or other matters referred to in or covered by said sections, 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, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in other capacities 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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IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on  
March 25, 2013.

Incorporator

W. J. Ziegler  
Wilhelm J. Ziegler, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated  
corporation at the place designated in this certificate, I am familiar with and accept the  
appointment as registered agent and agree to act in this capacity.

Registered Agent

See attached

Mar 24 13 08:22a

John Tepley

772-220-2682

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on  
March 25, 2013.

Incorporator

Wilhelm J. Ziegler, Esq.

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated  
corporation at the place designated in this certificate, I am familiar with and accept the  
appointment as registered agent and agree to act in this capacity.

Registered Agent

John M. Tepley  
JOHN M. TEPLEY  
March 25, 2013

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