

**P19000012622**

Florida Department of State  
Division of Corporations  
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From:

Account Name : KRAMER-HUY LAW FIRM  
Account Number : 120000000246  
Phone : (239)394-3900  
Fax Number : (239)642-0006

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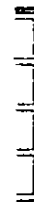
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Pro-Seal USA, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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TALLAHASSEE, FL

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Corporate Filing Menu

Help



February 14, 2019

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

KRAMER-HUY LAW FIRM

SUBJECT: PRO-SEAL USA, INC.  
REF: W19000014627

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.

Due to transmission problems, your faxed document or coversheet is illegible or incomplete. Please refax the document and cover sheet to this office for processing.

Your document was missing the cover sheet. → PROVIDED HEREWITH FROM ORIGINAL FILING.

If you have any further questions concerning your document, please call (850) 245-6050.

Laura A Wilson  
OPS  
Amendment Section

FAX Aud. #: B18000342502  
Letter Number: 819A00003209

PLEASE  
CONFIRM.  
THANK YOU.

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ARTICLES OF INCORPORATION

OF

PRO-SEAL USA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following articles of incorporation for the corporation:

I. NAME

The name of the corporation is: Pro-Seal USA, Inc.

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The initial principal office of the corporation is:

950 North Collier Boulevard, Suite 101  
Marco Island, Florida 34145

IV. MAILING ADDRESS

The initial mailing address of the corporation is:

950 North Collier Boulevard, Suite 101  
Marco Island, Florida 34145.

V. SHARES

The number of shares that the corporation is authorized to issue is 1,000 shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

VI. RIGHT OF FIRST REFUSAL ON TRANSFER OF SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and

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**H18000342502 3**

the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and the two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

VII. MANAGEMENT OF CORPORATION

The corporation shall not have a board of directors. Rather, 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 the corporation.

VIII. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent of the corporation in the manner set out and provided for in the Act.

IX. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

950 North Collier Boulevard, Suite 101  
Marco Island, Florida 34145

and the name of its initial registered agent at such address is:

Frederick C. Kramer.

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X. INCORPORATOR

The name and address of the incorporator is:

Frederick C. Kramer  
950 North Collier Boulevard, Suite 101  
Marco Island, Florida 34145,

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 30 day of November, 2018.

  
FREDERICK C. KRAMER, IncorporatorACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.

  
FREDERICK C. KRAMER

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KRAMER HUY P.A.

FREDERICK C. KRAMER  
PETER J. HUY

950 North Collier Boulevard, Suite 101  
Marco Island, Florida 34145  
Telephone: (239) 394-3900  
Fax: (239) 642-0006  
marcoislandlaw.com

February 13, 2019

**VIA FACSIMILE ONLY**

**(850) 245-6804**

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

Attention: Laura A. Wilson, OPS  
Amendment Section

Re: Articles of Incorporation for  
Pro-Seal USA, Inc.

Dear Ms. Wilson:

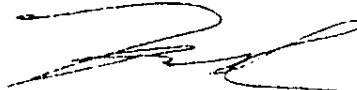
Enclosed are the following papers:

1. Certificate regarding dissolution of Pro Seal USA, LLC.
2. Copy of your December 4, 2018 notice regarding the filing of the articles of incorporation for Pro-Seal USA, Inc.
3. A copy of the articles of incorporation previously filed for Pro-Seal USA, Inc.
4. A letter requesting permission to use the name Pro-Seal USA, Inc.

I trust that the state will now accept the articles of incorporation of Pro-Seal USA, Inc. as the limited liability company with the same name has been dissolved.

Should there be any issues, please contact me at your convenience. Thank you for your time and attention.

Very truly yours,



Frederick C. Kramer

FCK/cpo  
Enclosures  
File No.: 18-G-041

118000342502

# *State of Florida*

## *Department of State*

I certify from the records of this office that PRO-SEAL USA, LLC was a limited liability company organized under the laws of the State of Florida, filed on August 16, 2017, effective September 1, 2017.

The document number of this limited liability company is L17000175412.

I further certify that said limited liability company was voluntarily dissolved on February 12, 2019, effective February 12, 2019.

*Given under my hand and the Great Seal of  
Florida, at Tallahassee, the Capital, this the  
Thirteenth day of February, 2019*



*Ronald R. Lee*  
**Secretary of State**

Authentication ID: 800324780938-021319-L17000175412

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

H18000342502

KRAMER HUY P.A.

FREDERICK C. KRAMER  
PETER J. HUY

950 North Collier Boulevard, Suite 101  
Marco Island, Florida 34145  
Telephone: (239) 394-3900  
Fax: (239) 642-0006  
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February 13, 2019

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

Attention: Laura A. Wilson, OPS  
Amendment Section

Re: Pro-Seal USA, Inc.  
Request for Name Use Permission

Dear Ms. Wilson:

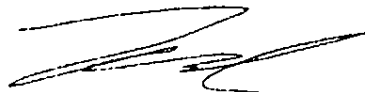
Please accept this letter as request for name use permission for Pro-Seal USA, Inc.

Articles of incorporation for Pro-Seal USA, Inc. were filed with the State of Florida on December 3, 2018. Please refer to Ref: **W18000104520**.

Articles of dissolution for Pro-Seal USA, LLC were filed with the State of Florida on February 12, 2019.

Please contact me with any questions or concerns. Thank you for your time and attention.

Very truly yours,



Frederick C. Kramer

FCK/cpo  
File No.: 18-G-041

H18000342502