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URY OF STATE
SSEE. FLORIDA

VS
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rfor-
in

FLOYD V. HULL, JR.
ATTORNEY AT LAW
SUITE 426 BAYVIEW BUILDING
1040 BAYVIEW DRIVE
FORT LAUDERDALE, FLORIDA 33304-2502
TELEPHONE 566-4395
FAX (305) 566-7990

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SECRET

P95000000919

December 27, 1994

Florida Department of State
Jim Smith
Secretary of State
Divisions of Corporations
P.O.Box 6327
Tallahassee, FL 32314

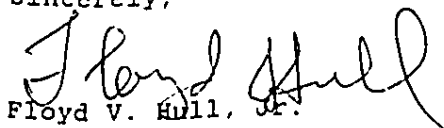
Attn: Corporate Division

Re: Gizmo, Inc.

Gentlemen:

Would you kindly file the enclosed Articles and return a certified copy.

Sincerely,


Floyd V. Hull, Jr.

Enclosure

FVH:cw

JAN 5 1995 BSB

ARTICLES OF INCORPORATION
OF

GIZMO, INC.

ARTICLE I

The name of this Corporation is: GIZMO, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue One Thousand (1,000) shares of Ten (\$10.00) Dollars par value common stock, which shall be designated "Common Shares."

ARTICLE V

Section 1. Dividends

The director may declare any pay dividends upon the Common Shares.

Section 2. Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary dissolution, liquidation or winding up of this Corporation, the remaining assets of this Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the principal office of this Corporation is:

Bjerrevej 344
8783 Hornsyld
Denmark

ARTICLE VIII

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Anders Futtrup
Bjerrevej 344
8783 Hornsyld
Denmark

ARTICLE IX

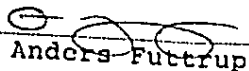
The name and address of the person signing these
Articles is:

Anders Futtrup
Bjerrevej 344
8783 Hornsyld
Denmark

ARTICLE X

The Corporation shall indemnify any officer or
director, or any former officer or director, to the full extent
permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 27th day of
December, 1992.


Anders Futtrup

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take
acknowledgements in the State and County set forth above,
personally appeared Anders Futtrup, known to me and known by me
to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged to me that he executed these
ARTICLES OF INCORPORATION. Driver's license was displayed and
an oath was administered.

IN WITN WHEREOF, I have herunto set my hand and

affixed my official seal, in the State and County of aforesaid,
this 27th day of December, 1994.

Floyd V. Hull, Jr.

My Commission Expires:



Notary Public
FLOYD V. HULL, JR.
MY COMMISSION # CC376274 EXPIRES
JUNE 26, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

FIRST: That Anders Futtrup, desiring to organize or
qualify under the laws of the State of Florida, with principal
place of business at Bjerrevej 344, 8783 Hornsyld, Denmark,
has named FLOYD V. HULL, JR., whose offices are located at 1040
Bayview Drive, Suite 426, Fort Lauderdale, Florida 33304-2592,
as its Agent, to accept service of process within Florida.

Dated: December 27, 1994.

Anders Futtrup
Anders Futtrup

Having been named to accept service of process for the
above stated Corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Dated: December 27, 1994.

Floyd V. Hull, Jr.
FLOYD V. HULL, JR.

P95000000919

LAW OFFICES
ENGLISH, MCCAGHAN & O'BRYAN, P.A.

100 NORTHEAST THIRD AVENUE, SUITE 1100
FORT LAUDERDALE, FLORIDA 33301-1148

MAILING ADDRESS:

P.O. BOX 14098

FORT LAUDERDALE, FLORIDA 33302-4098

TELEPHONE (305) 462-3300

FROM MIAMI (305) 947-1052

FACSIMILE (305) 763-2439

BOCA RATON OFFICE

40 SOUTHEAST FIFTH STREET

SUITE 405

BOCA RATON, FLORIDA 33432-6090

TELEPHONE (407) 391-8899

FACSIMILE (407) 391-9944

September 20, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/26/95--01035--001
*****35.00 *****35.00

Re: Statement of Change of Registered Office and Agent

To Whom It May Concern:

Enclosed please find a Statement of Change of Registered Office and Agent for Gizmo, Inc. for filing with your Office. Also enclosed please find our check in the amount of \$35.00 to cover the cost of such filing.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,

Debra J. Hickinbotham

Debra J. Hickinbotham
Corporate Paralegal

DJH/jan
Enclosures

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95 SEP 25 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*R.A.
Change*

N. HENDRICKS SEP 29 1995

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the under-
signed corporation organized under the laws of the State of Florida, submits
the following statement in order to change its registered office or registered agent, or
both, in the State of Florida.

1. The name of the corporation is: Gizmo, Inc.

1a. Date of incorporation 1/3/95 Document number P9500090919

2. The name and address of the current registered agent and office:

Floyd V. Hull, Jr.

1040 Bayview Drive, Suite 426, Fort Lauderdale, FL 33304

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

EMO Corporate Services, Inc.

100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, FL 33301


The street address of its registered agent and the street address of the business office
of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

SIGNATURE  dir
(name and title)

DATE 9-6-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
(Registered Agent)

DATE 5/18/95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314