

P95000006397

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After hrs (813) 649-4577

January 18, 1995

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

SUBJECT: U.S.A. TERRA MAR INVESTMENT, INC

Enclosed please find an original and two (2) copies of the articles of incorporation together with a check in the amount of \$131.25 to cover costs for the following: 1) filing fee, 2) certified copy of articles, and 3) certificate.

*Szempruch*

900001386409  
-01/23/95--01011--027  
\*\*\*\*131.25 \*\*\*\*131.25

From: Name: David J. Szempruch *DJS*  
Address: 801 Laurel Oak Drive  
Naples, Florida 33963  
Day Phone: (813) 591-4600

*Adrianne* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *4/25/95*  
DATE *4/25/95*  
REC'D BY *BF*

B. REGISTERED JAN 25 1995

*1/25/95, 6:21*  
*2095-1714*

FILED  
95 JAN 20 10 10 AM  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
U.S.A. TERRA-MAR INVESTMENT, INC.

FILED  
95 JAN 20 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

1.01. The name of the corporation shall be:

U.S.A. TERRA-MAR INVESTMENT, INC.

ARTICLE II COMMENCEMENT AND DURATION

2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III PURPOSE

3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE

4.01. The principal place of business and mailing address of this corporation shall be:

382 5th Avenue South  
Naples, Florida 33940

## ARTICLE V CAPITAL STOCK

5.01 The number of shares of stock that this corporation is authorized to have outstanding at any one time is

Five Hundred (500) shares at one dollar (\$1.00) par value of a single class designated as *Common Stock*.

## ARTICLE VI BOARD OF DIRECTORS

6.01 All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

6.02 Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

6.03 The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

## ARTICLE VII BYLAWS

7.01 The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

7.02 The affirmative vote of the holders of at least sixty percent (60%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

## ARTICLE VIII AMENDMENT

8.01 These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is. U.S.A. TERRA-MAR INVESTMENT, INC.

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

Gudron R. Todd  
382 5th Avenue South  
Naples, Florida 33940

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 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.

  
(Signature)

1/19/95  
(Date)

#### ARTICLE IX. PREEMPTIVE RIGHTS

9.01 Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class, or series as that which he or she already holds at the price at which said stock is offered to other shareholders.

#### ARTICLE X. INITIAL REGISTERED AGENT AND STREET ADDRESS

10.01 The name and address of the initial registered agent is:

Gudron R. Todd  
382 5th Avenue South  
Naples, Florida 33940

#### ARTICLE XI. INDEMNIFICATION

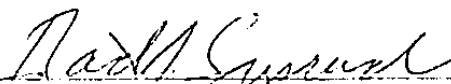
11.01. The corporation shall indemnify any officer(s) or director(s), or any former officer(s) or Director(s), or any person exercising powers and duties as an officer or director of the corporation to the full extent permitted by law.

#### ARTICLE XII. INCORPORATOR(S)

12.01. The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

David J. Szempruch, Esq.  
801 Laurel Oak Drive, Suite 420  
Naples, Florida 33963

The undersigned incorporator has executed these Articles of Incorporation this 19 day of January, 1995.

  
Signature: David J. Szempruch, Esq.

FILED  
95 JAN 20 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE FL 32301

P95000006397

GUDRUN MARIA NICKEL, P.A.  
Attorney at Law  
350 Fifth Avenue South, Suite 200  
Naples, Florida 34102

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

700002275837-2  
-08/25/97-01051-005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 AUG 25 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

*Me* 9/3

FLORIDA DEPARTMENT OF STATE, JIM SMITH, SECRETARY OF STATE

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

FILED  
97 AUG 25 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned 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.

- 1a. The name of the corporation is: U.S.A. TERRA-MAR INVESTMENT, INC.
- 1b. Date of incorporation 01/20/95 Document number P95000006397 (0)
2. The name and address of the current registered agent and office:  
Gudrun R. Todd, 382 5th Avenue South, Naples, Florida 33940
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)  
Margarete K. Weber, 1400 Misty Pines Circle, #202, Naples, Florida 34105

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.

Joseph S. Drost  
Signature  
AUG. 14, 1997  
Date

PRESIDENT, JOSEPH E. DROST  
Typed or printed name and title

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 complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature Margarete K. Weber  
(Registered Agent)

Date 8/21/97