

P9500000 7724

**ADORNO & ZEDER**

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January 13, 1995

NEW RIVER CENTER, SUITE 200  
200 EAST LAS OLAS BOULEVARD  
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TELEPHONE (305) 832-0050  
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WRITER'S DIRECT NO.

VIA UNITED STATES EXPRESS MAIL

Secretary of State  
Attention: New Filings  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

PLEASE REPLY TO:  
MIAMI OFFICE

8:00 PM 1 38:47 PM  
01/10/95 01006-100  
\*\*\*122.50 \*\*\*122.50

Re: PAX International, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of PAX International, Inc.

Also enclosed is our client's personal check in the amount of \$122.50, covering the following costs:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Designation of Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return one certified copy to me in the enclosed self-addressed, stamped envelope.

Yours Truly,

Richard A. Alayon

Enclosure

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE  
SUITE 1800

MIAMI, FLORIDA 33133  
TELEPHONE (305) 858-5555

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(305) 858-4777

January 27, 1995

VIA U.S. EXPRESS MAIL

Secretary of State  
Attention: New Filings  
Kanut Khosla, Corporate Specialist  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: Pax International, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Pax International, Inc, which reflects addition of Article VI in compliance with your letter number 295A00002708.

Please do not hesitate to contact me with any questions.  
Also, please ensure that the articles are filed as of the original date.

Yours Truly,

  
Richard A. Mayon

Enclosure

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 23, 1995

**ADORNO & ZEDER**  
**2601 S. BAYSHORE DRIVE**  
**SUITE 1600**  
**MIAMI, FL 33133**

**SUBJECT: PAX INTERNATIONAL, INC.**  
**Ref. Number: W95000001575**

We have received your document for PAX INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6927.

Kanut Khosla  
Corporate Specialist

Letter Number: 295A00002708

ARTICLES OF INCORPORATION  
OF  
PAX International, Inc.

95 JAN 30 11:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: PAX International, Inc.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$.01	Common

#### ARTICLE V

The street address of the initial registered office of the corporation shall be 1600 S.W. 13th Avenue, Miami, Florida 33145, and the initial registered agent of the corporation at that address shall be Regla Teresa Klumpp.

#### ARTICLE VI

The principal office and mailing address of the registered office of the corporation shall be 1600 S.W. 13th Avenue, Miami, Florida 33145.

#### ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
Regla Teresa Klumpp	1600 S.W. 13th Avenue Miami, FL 33145

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

#### ARTICLE VIII

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Regla Teresa Klumpp	1600 S.W. 13th Avenue Miami, FL 33145

Executed at Miami, Florida on January 27, 1995.

Incorporator

*Regla Teresa Klumpp*  
Regla Teresa Klumpp

FILED  
95 JAN 30 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The foregoing instrument was acknowledged before me this 27th day of January, 1995 by Regla Teresa Klumpp, a resident of the State of Florida, residing at 1600 S.W. 13th Avenue, Miami, Florida 33145, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Notary Public  
State of Florida at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of PAX International, Inc., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.

*Regla Teresa Klumpp*  
Regla Teresa Klumpp

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