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MASON & ASSOCIATES

Professional Association
Attorneys at Law

February 10, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 34314

4000001405734
-02/14/95--01066--011
****78.75 ****78.75

Re: GERALD FRASIER USA, INC.
Our ref: 2490.1

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation. Please file the Articles and return a Certificate of Status to our office in the envelope provided.

Enclosed please find a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation and transmitting to us a Certificate of Status.

Should you have any questions, do not hesitate to contact us. Thank you for your prompt attention to this matter.

Sincerely,

Anna Colton

Anna Colton
Legal Assistant

Enclosure
A9502159
2490

FILED
95 FEB 13 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 15 1995

**ARTICLES OF INCORPORATION
OF
GERALD FRASIER USA, INC.**

FILED
95 FEB 13 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is GERALD FRASIER USA, INC., and the principal address is 2400 Feather Sound Drive, Suite 828, Clearwater, FL 34622.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 17757 U.S. 19 North, Suite 500, Mason & Associates, P.A., in the City of Clearwater, County of Pinellas, Florida 34624-6566. The name of its registered agent at such address is Joseph C. Mason, Jr.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is Ten Cents (\$0.10) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Gerald Frasier	2400 Feather Sound Drive, Suite 828 Clearwater, Florida 34622

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII INCORPORATOR

The incorporator is Joseph C. Mason, Jr., whose mailing address is Mason & Associates, P.A., 17757 U.S. 19 North, Suite 500, Clearwater, FL, 34624.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 10th day of February, 1995.

Mason & Associates, P.A.

By: Joseph C. Mason Jr.
Joseph C. Mason, Jr.
Incorporator

Acknowledgment of Registered Agent

I hereby accept designation as
Registered Agent.

By: Joseph C. Mason Jr.
Joseph C. Mason, Jr.
Registered Agent

2490
A9502158

P95000013013

MASON & ASSOCIATES

Professional Association
Attorneys at Law

April 11, 1995

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

Re: Document Number: P95000013013
Our ref: 2490.1
Company: GERALD FRASIER USA, INC.

Dear Sir/Madam:

Enclosed are Articles of Amendment To Articles of Incorporation of Gerald Frasier USA, Inc. We also enclose our check in the amount of \$35.00 to cover the fee for this service. Please send confirmation of filing to our office in the self-addressed envelope provided.

Should you have any questions, please do not hesitate to contact us. Thank you very much for your cooperation with this matter.

Sincerely,

Anna Colton

Anna Colton
Legal Assistant

Enclosure
A9504015
3490.1

600001456186
04/13/95--01087--014
****35.00 ****35.00

FILED
95 MAY -5 AM 9:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

N/C
5/12
JB

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Gerald Frasier USA, Inc.

(present name)

FILED
95 MAY -5 AM 9:59
SEC. STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

The Articles are hereby amended to correct scribener's error. The name should read: Gerald Fraser USA, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 4/11/95

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by N/A
(voting group)

(continued)

Signed this 11th day of April, 1995.

Gerald Fraser USA, Inc.

(Corporation Name)

By

Joseph C. Mason, Jr.

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

Joseph C. Mason, Jr.

(Typed or printed name)

Incorporator

(Title)