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((H95000002048))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: THOMSON AMERICA, INC.  
FAX AUDIT NUMBER: H95000002048 CURRENT STATUS: REQUESTED  
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**ARTICLES OF INCORPORATION  
OF  
THOMSON AMERICA, INC.**

**ARTICLE I**

**NAME**

The name of the Corporation is **THOMSON AMERICA, INC.**

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 520 Brickell Key Drive, Miami, Florida 33131.

**ARTICLE III**

**PERMITTED ACTIVITY**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:

**STEPHEN A. FREEMAN**  
Fla. Bar No. 146795  
Freeman, Newman & Buttermann  
520 Brickell Key Drive, O-305  
Miami, Florida 33131  
(305) 374-2800

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#### ARTICLE V

##### PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Stephen A. Freeman.

#### ARTICLE VII

##### DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first Director of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

David Kaufman

520 Brickell Key Drive  
Suite O-305  
Miami, Florida 33131

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ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite O-309, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2<sup>nd</sup> day of February, 1995.



Stephen A. Freeman

H95000002048

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared  
STEPHEN A. FREEMAN, personally known to me to be the person who  
executed the foregoing Articles of Incorporation and he  
acknowledged before me according to law, that he made and  
subscribed the same for the purpose therein mentioned and set  
forth.

WITNESS my hand and official seal in the County and State  
named above this 2<sup>d</sup> day of February, 1995.

  
Notary Public, State of Florida

My Commission Expires: NOTARY PUBLIC, STATE OF FLORIDA  
127 COMMISSION EXPIRES July 28, 1995  
RECEIVED FROM NOTARY PUBLIC REGISTRATION

  
Stephen A. Freeman, Registered Agent

495000002048

**CERTIFICATE OF DESIGNATION  
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: Thomson America, Inc.
2. The name and address of the Registered agent and office is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

Signature:

  
Stephen A. Freeman

Title:

Secretary

Date:

February 20, 1995

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 agreed 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:

  
Stephen A. Freeman

Date:

February 29, 1995

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9/12/96

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THOMSON AMERICA, INC.

AUDIT NUMBER.....H96000011187

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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EMPIRE CORPORATE KIT

P.01/03



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 13, 1996

THOMSON AMERICA, INC.  
520 BRICKELL KEY DRIVE  
SUITE 0-305  
MIAMI, FL 33131

SUBJECT: THOMSON AMERICA, INC.  
REF: P95000014467

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The date of adoption of each amendment must be included in the document.

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000011187  
Letter Number: 096A00038403



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 12, 1996

THOMSON AMERICA, INC.  
520 BRICKELL KEY DRIVE  
SUITE 0-305  
MIAMI, FL 33131

SUBJECT: THOMSON AMERICA, INC.  
REF: P95000014467

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must specifically say, "The date of adoption is...".

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6903.

Nancy Hendricks  
Corporate Specialist

FAX Aud. #: E96000011187  
Letter Number: 356A00042492

H96000011187

CERTIFICATE OF  
AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
THOMSON AMERICA, INC.

The undersigned Director of THOMSON AMERICA, INC., a Corporation organized under the laws of the State of Florida certify that:

1. Amendment adopted: Article I - Name - The name of the Corporation is amended to QUAY INTERNATIONAL, INC.

2. The adoption date of the above amendment is May 21, 1996.

3. The undersigned is the director of the Corporation. The stockholders of the Corporation have consented to this Amendment.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5<sup>th</sup> day of August, 1996.

*David Kauffman*  
David Kauffman, Director / President

SWORN TO AND SUBSCRIBED before me this 5<sup>th</sup> day of August, 1996 by David Kauffman, the Director of the Corporation above described, personally known to me.

*Marie Ledue*  
~~Notary Public~~

Commissioner for Oaths for the district of Montreal

My Commission Expires: November 7, 1997

Prepared by:  
Stephen A. Freeman  
Fla. Bar No. 145795  
Freeman, Rutberman & Haber  
520 Brickell Key Drive, Ste 0-305  
Miami, Florida 33131  
(305) 374-3800



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