

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

**PAID**  
**3000001926**

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service \_\_\_\_\_ Two Day Service \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

MAR 9 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<i>Ju</i>		

WALK-IN Will Pick Up *3-9* *11a*

RE: Encase U.S.A., Inc.

C.C. FEE. DISBURSED

Express \_\_\_\_\_  
Art. of Inc. File \_\_\_\_\_  
Corp. Record Search \_\_\_\_\_  
Ltd. Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
( ) Cert. Copy(s) \_\_\_\_\_

**EFFECTIVE DATE**  
**MAR 8 1995**

Art. of Amend. File \_\_\_\_\_  
Dissolution/Withdrawal \_\_\_\_\_  
C U S - *g.s.* **300001425043**  
Fictitious Name File **-03/03/95 01825 023**  
**\*\*\*\*131.25 \*\*\*\*131.25**

Name Reservation \_\_\_\_\_  
Annual Report/Reinstatement \_\_\_\_\_  
Reg. Agent Service \_\_\_\_\_  
Document Filing \_\_\_\_\_

Corporate Kit \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
Document Retrieval \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
File No.'s, \_\_\_\_\_ Copies

Courier Service \_\_\_\_\_  
Shipping/Handling \_\_\_\_\_  
Phone ( ) \_\_\_\_\_

Top Priority \_\_\_\_\_  
Express Mail Prep. \_\_\_\_\_  
FAX ( ) \_\_\_\_\_ pgs.

SUBTOTALS \_\_\_\_\_

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**

**EUROFASE U.S.A., INC.**

FILED  
MAR -9 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE**  
**CORPORATE NAME AND ADDRESS**

The name and address of this Corporation shall be: **EUROFASE U.S.A., INC.**,  
1401 S.W. 1 STREET, SUITE 210, MIAMI, FLORIDA 33135.

**ARTICLE TWO**  
**NATURE OF BUSINESS**

**EFFECTIVE DATE**  
**MAR 8 1995**

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

**ARTICLE THREE**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in  
accordance with the law of the State of Florida. The date on which corporate  
existence shall begin is: The date of subscription and acknowledgment of these  
Articles of Incorporation.

**ARTICLE FOUR**  
**MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be  
less than \$1,000.00, or such greater amount as may be required by law.

**ARTICLE FIVE**  
**NUMBER OF DIRECTORS**

This Corporation shall at all times have at least two Directors. The stockholders  
of this Corporation may from time to time, and at any time, increase or diminish the  
size of the Board of Directors of this Corporation, provided that the Corporation  
shall at all times have a minimum of two Directors.

**ARTICLE SIX  
CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

**ARTICLE SEVEN  
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

**ARTICLE EIGHT  
CAPITAL STOCK**

This Corporation is authorized to issue share of stock as follows:

- A. DESIGNATION: The stock of this Corporation shall be known as Common Stock.
- B. AUTHORIZED: The maximum number of shares of Common Stock that this corporation may issue is: One Hundred Thousand (100,000) shares.
- C. PAR VALUE: Each share of Common Stock shall have a par value of: \$1.00.
- D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. The in absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. NON-ASSESSABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.

I. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.

J. LIQUIDATION RIGHTS: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any dividends that may be declared by the Board of directors out of the assets legally available for such purpose.

#### **ARTICLE NINE INDEMNIFICATION**

9.1 INDEMNITY. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by law.

9.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

#### **ARTICLE TEN REGULATORY PROVISION**

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and creating, defining, limiting, and regulating the powers of the Corporation, the Directors and the Stockholders, or any class of Stockholders.

a. Consent of Stockholders in Lieu of Meeting. Whenever the vote of Stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of the General Corporation Law of the State of Florida the meeting and vote of Stockholders may be dispensed with if such action is taken with the written consent of the holders of not less than

a majority of all the stock entitled to be voted upon such action if a meeting were held; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for such action, and provided that prompt notice is given to all Stockholders of the taking of corporate action without a meeting and by less than minimum written consent.

#### **ARTICLE ELEVEN PREEMPTIVE RIGHTS**

The holders from time to time of the shares of the Corporation shall have the preemptive right to purchase, at such respective equitable prices, terms, and conditions as shall be fixed by the board of Directors, such of the shares of the Corporation as may be issued, from time to time over and above the issue of the first 1,000 shares of the Corporation which have never previously been sold. Such preemptive right shall apply to all shares issued after such first 1,000 shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation, and shall be exercised in the respective ratio which the number of shares held by each Stockholder at the time of such issue bears to the total number of shares outstanding in the names of all Stockholders at such time.

#### **ARTICLE TWELVE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

INITIAL REGISTERED AGENT: PEDRO R. MUNILLA, ESQUIRE  
INITIAL REGISTERED OFFICE: MUNILLA & ASSOCIATES, P.A.  
1401 S.W. 1 STREET, SUITE 210  
MIAMI, FLORIDA 33135

**I HEREBY AGREE** to act as Registered Agent for **EUROFASE U.S.A., INC.**, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
PEDRO R. MUNILLA  
Registered Agent

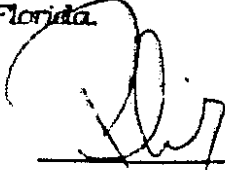
#### **SOLE SUBSCRIBER**

The undersigned individual, competent to contract, hereby executes these Articles of Incorporation as subscriber thereof.

**IN WITNESS WHEREOF**, the undersigned Subscriber does make, subscribe,

acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**DATED** this 8th day of March, 1995.


  
\_\_\_\_\_  
**PEDRO R. MUNILLA,**  
Subscriber, Incorporator

**STATE OF FLORIDA**           )  
                                      ): **SS**  
**COUNTY OF DADE**           )

**BEFORE ME**, the undersigned authority personally appeared **PEDRO R. MUNILLA** to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein stated and expressed.

**IN WITNESS WHEREOF**, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

**DATED** this 8th day of March, 1995.

  
\_\_\_\_\_  
**NOTARY PUBLIC,**  
State of Florida at Large.

My Commission Expires:

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