P95000020052

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

NAME ______
FIRM ______
ADDRESS ______

PHONE ( ) ______

Service: Top Priority ______ One Day Service Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

SDC

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	JW		

WALK-IN
Will Pick Up 3-13 11:00

RE: BDI America, Inc.
95 MAR 13 ... 22

	C.C. FEE.	DISBURSED
____ Capital Express℠		
✓ Art. of Inc. File		
____ Corp. Record Search		
____ Ltd. Partnership File		
____ Foreign Corp. File		
____ ( ) Cert. Copy(s)		
✓ Photo Copy		
____ Art. of Amend. File		
____ Dissolution/Withdrawal	300001427763	
____ C U S-	-03/13/95--01021--025	
____ Fictitious Name File	*****70.00	*****70.00
____ 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

BDI AMERICA, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation for profit under Chapter [illegible] of the Florida Statutes.

FILED

ARTICLE 1 - NAME

The name of the corporation is BDI America, Inc.

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1303 10th Street East, Palmetto, Florida [illegible] and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Tracie S. Ferris
13907 N. Dale Mabry Hwy
Suite 206
Tampa, Florida 336[illegible]

ARTICLE 5 - PRESIDENT

The initial President of the corporation [illegible] Richard [illegible] Lane whose address is [illegible] the same as the principal [illegible] of the corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that the corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR ($1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

6.4 The board of directors of the corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall [illegible]

ARTICLE 9 - TITLE

The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is Laurence A. Steel, Esquire located at 13907 North Dale Mabry Hwy., Suite 206, Tampa, Florida 33618. The name and address of the registered agent of this corporation is Laurence A. Steel, Esquire located at 13907 North Dale Mabry Hwy., Suite 206, Tampa, Florida 33618.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number which would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall take effect immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 – AMENDMENT

The Corporation reserves the right to amend, alter, [illegible] or repeal any provision contained in these Articles of Incorporation or in any amendment hereto, or to add any [illegible] to these Articles of Incorporation or to any amendment hereto, in the manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of March, 19[illegible]5.

Tracie [illegible]

Tracie [illegible]

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Laurence A. Steel, Esquire having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Laurence A. Steel, Esquire

By

Laurence A. Steel, Esquire

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