

**P15000030187**

**Richard J. Carmichael**  
**PROFESSIONAL CORPORATION**

Attorneys

Kevin Carmichael  
305-933-5646

One Tunberry Place  
19495 Biscayne Boulevard, Suite 606  
North Miami Beach, FL 33180-2320  
Telephone: 305-933-5600

Fax: 305-933-2350

April 10, 1995

Division of Corporations  
Bureau of Corporate Records  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

100100141156011  
04/13/95 01038-006  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Incorporation  
IPC U.S.A., Inc.

Gentlemen:

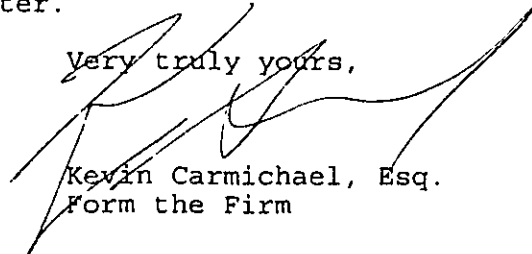
Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check in the amount of \$122.50, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>

TOTAL: \$122.50

Please return the certified copy to the attention of the undersigned in the self-addressed stamped envelope enclosed for your convenience in replying. Thank you in advance for your prompt attention to this matter.

Very truly yours,

  
Kevin Carmichael, Esq.  
Form the Firm

4/18/95  


Enc.

MIA1; Carmichael, Kevin; 80046

ARTICLES OF INCORPORATION  
OF  
IPC U.S.A., INC.

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ARTICLE I  
NAME

The name of this corporation shall be:

IPC U.S.A., INC.

ARTICLE II  
DURATION

This corporation shall commence its existence upon the filing of these Articles and shall continue until termination by the act of the directors or otherwise by law.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI  
PRINCIPAL OFFICE OF BUSINESS

The initial principal office and address of business of this corporation are:

20801 Biscayne Blvd.  
Suite 302  
Miami, Florida 33157

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

c/o Buchanan Ingersoll  
19495 Biscayne Blvd.  
Suite 606  
North Miami Beach, Florida 33180

The name of the initial agent available for service of process at that address is Kevin Carmichael, Esq.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one.

The name of the Sole Director is:

Kevin Carmichael, Esq.

The address of the Director is:

c/o Buchanan Ingersoll  
19495 Biscayne Blvd.  
Suite 606  
North Miami Beach, Florida 33180

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles as Sole Incorporator is:

Kevin Carmichael, Esq.

whose address is:

c/o Buchanan Ingersoll  
19495 Biscayne Blvd.  
Suite 606  
North Miami Beach, Florida 33180

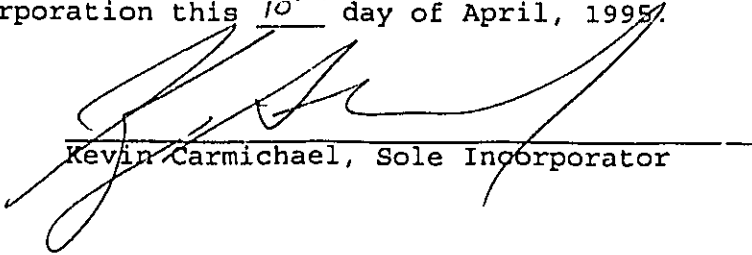
ARTICLE X  
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI  
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10<sup>th</sup> day of April, 1995.

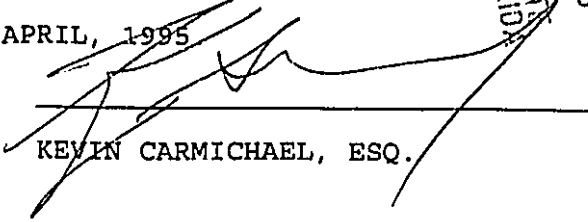


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Kevin Carmichael, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED  
ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES  
HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY  
AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 10<sup>th</sup> DAY OF APRIL, 1995

  
\_\_\_\_\_  
KEVIN CARMICHAEL, ESQ.

95 APR 11 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA