

# P95000031727

## TRANSMITTAL LETTER

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

200001158462  
-04/18/95--01022--004  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: Maxicoep Trading Co.  
(Proposed corporate name - must include suffix)

95 APR 24 PM 01:00  
FILED  
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$70.00<br>Filing Fee | <input type="checkbox"/> \$78.75<br>Filing Fee<br>& Certificate | <input type="checkbox"/> \$122.50<br>Filing Fee<br>& Certified Copy | <input checked="" type="checkbox"/> \$131.25<br>Filing Fee,<br>Certified Copy<br>& Certificate |
|--|---|---|--|

FROM: Irina Ten  
Name (printed or typed)

4 Carlson Ln  
Address

Palm Coast, FL 32137  
City, State & Zip

(904) 446-4310  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

April 6, 1995

IRINA TEN  
4 CARLSON LANE  
PALM COAST, FL 32137

**SUBJECT: MAXICORP TRADING LTD**  
Ref. Number: W95000007433

We have received your document for MAXICORP TRADING LTD, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$131.25.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 295A00015695

FILED  
95 APR 21 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

### ARTICLE I NAME

The name of the corporation shall be:

*Maxicorp Trading Co.*

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*4 Carlson Ln, Palm Coast, FL 32137*

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is

*one*

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Irina Ten  
4 Carlson Ln, Palm Coast, FL 32137*

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

IRINA TEN  
4 Carlson Ln, Palm Coast, FL 32137

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

14 day of April, 19 95.



Signature

Signature

Signature

Articles of Incorporation  
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Maxiepp Trading Co.

2. The name and address of the registered agent and office is:

Irina Ten  
(Name)  
4 Carlson Ln  
(P.O. Box not acceptable)  
Palm Coast, FL 32137  
(City/State/Zip)

FILED  
95 APR 24 PM 2:08  
TALLAHASSEE FLORIDA

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 agree 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.



April, 12, 95  
(Date)

P95000031727

**SCHECTER & ASSOCIATES, P.A.**

Attorneys and Counselors at Law  
1030 W. International Speedway Boulevard  
Suite 210  
Daytona Beach, Florida 32114-3415

Telephone: (904) 252-8770  
FAX (904) 252-7128

Randal L. Schechter

September 25, 1995

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

400001597084  
-09/28/95--01067--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Maxicorp Trading Co.

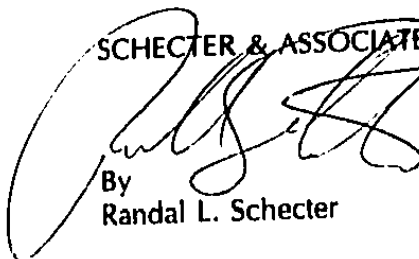
Dear Sir/Madam:

Enclosed is the original Articles of Amendment to Articles of Incorporation of Maxicorp Trading Co. to be filed for the above-referenced corporation. Also enclosed is our check in the amount of \$35.00 for your fee.

Thank you for your attention to this matter.

Sincerely,

SCHECTER & ASSOCIATES, P.A.



By  
Randal L. Schechter

FILED  
95 SEP 28 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RLS/dab  
Enclosures

AMEND  
CPS  
10/5

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

MAXICORP TRADING CO.

(present name)

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

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000)

FILED  
95 SEP 28 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

**THIRD:** The date of each amendment's adoption: July 28, 1995



**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

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 \_\_\_\_\_ voting group."

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

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 28th of July, 19 95.

Signature \_\_\_\_\_

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Lidia Baidek

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Secretary/Treasurer

Title

P 95000031727

**SCHECTER & ASSOCIATES, P.A.**

Attorneys and Counselors at Law  
1030 W. International Speedway Boulevard  
Suite 210

Daytona Beach, Florida 32114-3416

Randal L. Schechter

Telephone: (904) 252-8770  
FAX (904) 252-7126

February 19, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

7010001728267  
-02/23/96--01103--001  
\*\*\*\*\*95.00 \*\*\*\*\*95.00  
100001728211  
-03/07/96--01096--012  
\*\*\*\*\*95.00 \*\*\*\*\*95.00

Re: Maxicorp Trading Co.

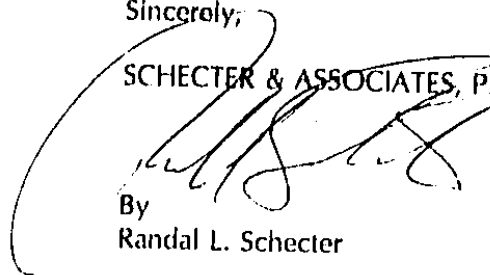
Dear Sir/Madam:

Enclosed is the original Articles of Merger and Agreement To Merger for Maxicorp Trading Co. to be filed for the above-referenced corporation. Also enclosed is our check in the amount of \$35.00 for your fee.

Thank you for your attention to this matter.

Sincerely,

SCHECTER & ASSOCIATES, P.A.



By  
Randal L. Schechter

RLS/dab  
Enclosures

CERTIFIED, RETURN RECEIPT REQUESTED  
PARCEL NUMBER: Z 763 217 545

FILED  
96 MAR -4 PM 1:34  
TALLAHASSEE, FLORIDA

Mejer  
RBS  
3-5



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 26, 1996

RANDAL L. SCHECTER  
SCHECTER & ASSOCIATES  
1030 W.INTERNATIONAL SPEEDWAY BLV.,#210  
DAYTONA BEACH, FL 32114-3415

SUBJECT: MAXICORP TRADING CO.  
Ref. Number: P95000031727

We have received your document for MAXICORP TRADING CO. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file articles of merger is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

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) 487-6880.

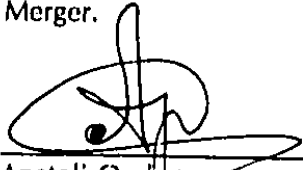
Karen Gibson  
Corporate Specialist

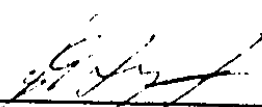
Letter Number: 096A00008281

**ARTICLES OF MERGER**

Maxicorp Trading Co., pursuant to Florida Statutes, Section 617.1105, files this its Articles of Merger, and in furtherance thereof states:

1. A true copy of the Agreement of Merger as adopted by the Board of Directors of Maxicorp Trading Co. and Lidas International Co., Ltd. on July 28, 1995 is attached as Exhibit "A". The number of Directors then in office were 2 for each corporation.
2. The members of Maxicorp Trading Co. and Lidas International Trading Co., Ltd. voted on and by unanimous vote adopted the Agreement of Merger on July 28, 1995.
3. The effective date of the merger is to be the date of filing of these Articles of Merger.

  
\_\_\_\_\_  
Anatoli Oudartsov  
President, Board of Directors  
Lidas International Trading Co., Ltd.

  
\_\_\_\_\_  
Vladimir Baouer  
President, Board of Directors  
Maxicorp Trading Co.

FILED  
96 MAR -4 PM 1:34  
TALLAHASSEE, FLORIDA

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/26/1995  
980247754 - 2298872

**AGREEMENT OF MERGER**

96 MAR -4 FILED  
DELAWARE SECRETARY OF STATE

Now on this 29th day of July, 1995, the Lidas International Trading Co. Ltd., and the Maxicorp Trading Co., a Delaware Corporation and a Florida Corporation, respectively, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Florida Statutes, Section 607.1107 (1993) have entered into the following Agreement of Merger.

**WITNESS THAT:**

WHEREAS, the respective Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, said Lidas International Trading Co. Ltd., by its Certificate of Incorporation which was filed in the office of the Secretary of State for Delaware on June 4, 1992 has an authorized capital stock consisting of One Thousand Five Hundred (1,500) shares of which capital stock 1,500 shares are now issued and outstanding; and

WHEREAS, said Maxicorp Trading Co., by its Certificate of Incorporation which was filed in the office of the Secretary of State of Florida on April 24, 1995 has an authorized capital stock consisting of One Thousand Five Hundred (1,500) shares of which capital stock 1,500 shares are now issued and outstanding; and

WHEREAS, the Registered Office of said Lidas International Trading Co. Ltd. in the State of Delaware is located in the city of Wilmington, County of New Castle, and the name and address of its Registered Agent is The Company Corporation located at Three Christina Centre, 201 N. Walnut Street., Wilmington, DE 19801; and

WHEREAS, the Registered Office of said Maxicorp Trading Co. in the State of Florida

is located in Palm Coast, County of Flagler, and the name and address of its Registered Agent is Irina Ten located at 21 Colorado Drive, Palm Coast, Florida 32137.

NOW THEREFORE, the corporations, parties to this agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The Lidas International Trading Co. Ltd., hereby merges into Maxicorp Trading Co., and said Lidas International Trading Co. Ltd. shall be and hereby is merged into Maxicorp Trading Co. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Maxicorp Trading Co. as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

Lidas International Trading Co. Ltd. hereby appoints the Delaware Secretary of State to accept all service of process on its behalf. Service of Process may be mailed to Irina Ten at 21 Colorado Drive, Palm Coast, Florida 32137.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) The By-Laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the By-Laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of


Delaware and the Florida Department of State.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officer and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.


IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the authority duly given by their respective Board of Directors have caused these presents to be executed by the President (or Vice President) and attested by the Secretary (or Assistant Secretary) of each

party hereto.

LIDAS INTERNATIONAL TRADING CO. LTD.

By:   
Anatoli Oudartsev, President

Attest:

 A. Oudartsev  
(Secretary)

MAXICORP TRADING CO.

By:   
Vladimir Baouet, President

Attest:

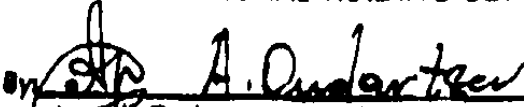
  
(Secretary)  
Lidia Baidek




ATTESTATIONS

I hereby attest that the foregoing Merger Agreement was approved by shareholders representing 1,500 shares of the 1,500 issued and outstanding shares of Lidas International Trading Co. Ltd.

LIDAS INTERNATIONAL TRADING CO. LTD.

By:   
Anatoli Oudartsev, President

ATTEST:

  
Secretary

I hereby attest that the foregoing Merger Agreement was approved by shareholders representing 1,500 shares of the 1,500 issued and outstanding shares of Maxicorp Trading Co., Ltd.

MAXICORP TRADING CO.

By:   
Secretary

ATTEST:

  
Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed by the President and Attested by the Secretary of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and that the fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by the authority of the Directors and stockholders thereof, as the respective act, deed and agreement of each of said corporation on the 28th day of July, 1995.

LIDAS INTERNATIONAL TRADING CO. LTD.

By: [Signature]  
Anatoli Oudartsev, President

ATTEST:  
[Signature]  
Secretary

MAXICORP TRADING CO.

By: [Signature]  
Vladimir Bader, President

ATTEST:  
[Signature]  
Secretary

**SECRETARY'S CERTIFICATE**

I, Lidia Baidok, do hereby certify that I am the duly elected and qualified Secretary of Maxicorp Trading Co., a Florida Corporation and do further certify that at a meeting of the Shareholders of said corporation, duly held at 1030 W. International Speedway Blvd., Suite 210, Daytona Beach, Florida 32114 on July 28, 1995, at which meeting a quorum was present and voting throughout, the following resolutions were unanimously adopted and are now in full force and effect.

RESOLVED: That Lidas International Trading Co. Ltd., a Delaware Corporation be absorbed into Maxicorp Trading Co., a Florida Corporation, under a pooling of Interest transaction.

RESOLVED: That in order to accomplish the purposes and intent of the foregoing resolution, the proper Officers of this Corporation be, and the said hereby are authorized, empowered and directed, in the name and on behalf of this Corporation and under its corporate Seal, or otherwise, to take all such action as is necessary and proper to accomplish the issuance of these shares, and to give effect to this resolution.


Secretary



I, Lidia Baldek, Secretary of Maxicorp Trading Co., a corporation organized and existing under the laws of the State of Florida, hereby certify as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and attested by the Secretary, Maxicorp Trading Co., a corporation of the State of Florida, was duly submitted to the stockholders of said corporation, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger; that 1,500 shares of stock of said corporation were on the said date issued and outstanding and that the holders of 1,500 shares voted by ballot in favor of said Agreement and the holders of 0 shares voted by ballot against same, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said corporation, and the duly adopted agreement of said corporation.

WITNESS my hand and seal of said Maxicorp Trading Co. on this 28th day of

July 1995.


  
Secretary

**SECRETARY'S CERTIFICATE**

I, Anatoli Oulartsov, do hereby certify that I am the duly elected and qualified Secretary of Lidas International Trading Co. Ltd., a Delaware Corporation and do further certify that at a meeting of the Shareholders of said corporation, duly held at 1030 W. International Speedway Blvd., Suite 210, Daytona Beach, Florida 32114 on July 20 1995, at which meeting a quorum was present and voting throughout, the following resolutions were unanimously adopted and are now in full force and effect.


RESOLVED: That Lidas International Trading Co. Ltd., a Delaware Corporation be absorbed into Maxicorp Trading Co., a Florida Corporation, under a pooling of interest transaction.

RESOLVED: That in order to accomplish the purposes and intent of the foregoing resolution, the proper Officers of this Corporation be, and the said hereby are authorized, empowered and directed, in the name and on behalf of this Corporation and under its corporate Seal, or otherwise, to take all such action as is necessary and proper to accomplish the issuance of these shares, and to give effect to this resolution.

  
Secretary

I, Anatoli Oudartsev, Secretary of Lidas International Trading Co. Ltd., a corporation organized and existing under the laws of the State of Delaware, hereby certify as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and attested by the Secretary, Lidas International Trading Co. Ltd., a corporation of the State of Delaware, was duly submitted to the stockholders of said corporation, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger; that 1,500 shares of stock of said corporation were on the said date issued and outstanding and that the holders of 1,500 shares voted by ballot in favor of said Agreement and the holders of -0- shares voted by ballot against same, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said corporation, and the duly adopted agreement of said corporation.

WITNESS my hand and seal of said Lidas International Trading Co. Ltd. on this 28<sup>th</sup> day of July, 1995.

  
Secretary

P95000031727

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

LIDAS INTERNATIONAL TRADING CO., LTD., a Delaware corporation qualified  
in Florida, document number F95000003880

INTO

**MAXICORP TRADING CO.**, a Florida corporation, P95000031727.

File date: March 4, 1996

Corporate Specialist: Karen Gibson