

LAW OFFICE  
OF  
BRIAN D. SMITH  
ATTORNEY AT LAW

BRIAN D. SMITH  
MEMBER OF FLORIDA BAR

SUITE 372, 420 LINCOLN ROAD  
MIAMI BEACH, FLORIDA 33139  
TELEPHONE: (305) 872-7000  
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MAY 1995

ATTY. SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILING DEPARTMENT  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

**P9500036076**

RE: ARTICLES OF INCORPORATION; SELEK USA Inc.

DEAR SIR/MADAM:

ENCLOSED PLEASE FIND ORIGINAL AND COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE REFERENCED CORPORATION. ALSO, ENCLOSED IS A CHECK IN THE AMOUNT OF \$122.50.

AT YOUR EARLIEST CONVENIENCE PLEASE RETURN A COPY OF THIS DOCUMENT. I HAVE ENCLOSED A STAMPED, AND ADDRESSED ENVELOPE.  
THANK YOU.

SINCERELY,

  
BRIAN D. SMITH

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00209200-41001-012  
0000122.50 0000122.50

ENC.

FILED  
95 MAY -4 PM 6:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAY - 8 1995

**ARTICLES OF INCORPORATION  
OF**

**SELEK USA Inc.**

FILED  
95 MAY -4 PM 6:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be SELEK USA Inc.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation will be 6135 N.W. 167th Street #E-17, Miami, Florida 33015.

**ARTICLE III**

**TERM OF EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State, stated herein below.

**ARTICLE IV**

**PURPOSE AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent will be Franco Rossi, Sr. and his street address shall be 6135 N.W. 167th Street #E-17, Miami, Florida 33015.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two Board of Directors. The name and addresses of the initial directors are:

Henrico Urro  
President  
6135 N.W. 167th Street #E-17  
Miami, Florida 33015

Franco Rossi, Sr.  
Vice President  
6135 N.W. 167th Street #E-17  
Miami, Florida 33015

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Franco Rossi, Sr.  
6135 N.W. 167th Street #E-17  
Miami, Florida 33015

**ARTICLE IX**

**INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.


**ARTICLE X**

**AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

\*\*\*\*\*

IN WITNESS WHEREOF, The undersigned incorporator executed these Articles of Incorporation this 3 day of May, 1995.

  
\_\_\_\_\_  
Franco Rossi, Sr.

STATE OF FLORIDA) I hereby certify that on this day,  
before me, an officer duly authorized  
COUNTY OF DADE) to administer oaths and take  
Acknowledgments, personally appeared

Franco Rossi, Sr., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Drivers License and that an oath was not taken.

Notary Rubber Stamp Seal



BRIAN D. SMITH  
CC 250161  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAR 2, 1997  
BONDED THRU SAFE PLUS BONDING OF FLA.

Witness my hand and official seal in the County and State last aforesaid this 3 day of May, A.D. 1995.

  
\_\_\_\_\_  
Notary Signature

Brian D. Smith  
Printed Notary Signature

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

FILED  
95 MAY -4 PM 6:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That SELEK USA Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6135 N.W. 167th Street, #E-17, Miami, Florida 33015 has named Franco Rossi, Sr. as its agent to accept service of process within the State of Florida.

SIGNATURE: 

TITLE: VICE PRESIDENT

DATE: 5/3/95

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with the obligations of this position and agree to comply with the provisions of all statutes relative to the proper performance of my duties.

SIGNATURE: 

DATE: 5/3/95

LAW OFFICE  
OF  
BRIAN D. SMITH  
ATTORNEY AT LAW

BRIAN D. SMITH  
MEMBER OF FLORIDA BAR

SUITE 372, 420 LINCOLN ROAD  
MIAMI BEACH, FLORIDA 33139  
TELEPHONE: (305) 872-7000  
FAX: (305) 832-0092

July 26, 1995

P95000036076

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

500001550055  
-08/01/95--01021--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: SELEK USA INC./Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the Amendment to the Articles of Incorporation for the above referenced corporation.

I have enclosed a check in the amount of \$35.00 for filing fees, as well as a self-addressed stamped envelope.

I appreciate your prompt attention to this matter. If you should have any questions please do not hesitate to call.

Sincerely,

Brian D. Smith

enc.

ALTERNATIVE  
CORPORATE  
DATE  
DOC. EXAM.  
Laura GAVE  
8/4/95  
Director signed  
DC

95 JUL 31 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Amendment  
8/4/95  
DC

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

---

SELEK USA INC.

~~(PREVIOUS NAME)~~

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*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 VII: THE ARTICLES OF INCORPORATION ARE BEING AMENDED TO REFLECT THE CORRECT NAME OF ONE OF THE BOARD OF DIRECTORS. THE NAME LISTED ON THE ORIGINAL WAS HENRICO URRO. THE CORRECT SPELLING IS ENRICO ORRU.

**FILED**  
95 JUL 31 PM 2:37  
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:

NOT APPLICABLE

 **THIRD:** The date of each amendment's adoption: 7/24/95

**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 24 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)

ENRICO ORRU  
Typed or printed name

PRESIDENT / DIRECTOR  
Title

