

P95000045455

April 26, 1994

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

FILED
95 JUN -6 AM 9:15
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed please find Articles of Incorporation for Tespi Of North America. Also enclosed, please find a check in the amount of \$122.50 for the filing of these documents. We request the incorporation date be as of June 1, 1995.

Upon completion of the filing, please return the documents and necessary paperwork to:

Data-Flow Accounting Service, Inc.
4401 Vineland Road
Suite A3A
Orlando, FL 32811

If you have any questions, please feel free to contact our office.

(6) (407) (849-1964)

Sincerely,

Nina DeVanguardia
President

ND/kf

000001507040
-06/07/95--01045--011
***122.50 ***122.50

Christian Featherstone
GAVE

AUTHORIZATION BY PHONE TO

CORRECT Suffix (Inc)

DATE 6/13/95

DOC. EXAM BSB

JUN 13 1995 BSB

FILED

ARTICLES OF INCORPORATION 95 JUN -6 AM 9:16
OF
TESPI OF NORTH AMERICA, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be Tespi of North America, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 7611 S. Orange Blossom Trail #221 and the name of the initial Registered Agent for the corporation shall be Heinz Rudiger Erdmann whose address is 7611 S. Orange Blossom Trail #221.

Principal office
of Corporation: 7611 S. Orange Blossom Trail #221
Orlando, FL 32809

Mailing address
of Corporation: 7611 S. Orange Blossom Trail #221
Orlando, FL 32809

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

ARTICLE VI

TERM OF EXISTENCE

Effective June 1, 1995, this corporation shall exist

perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE IX

DIRECTORS

This corporation shall have a minimum of 2 directors. The initial Board of Directors shall consist of:

Marcel Thommen
7611 S. Orange Blossom Trail #221
Orlando, FL 32809

Susanne Barbara Irion
7611 S. Orange Blossom Trail #221
Orlando, FL 32809

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Heinz Rudiger Erdmann
7611 S. Orange Blossom Trail #221
Orlando, FL 32809

INCORPORATOR:


Heinz Rudiger Erdmann

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

Inc..
Tespi Of North America, As a corporation organizing under the laws of the State of Florida, with its principal office located at 7611 S. Orange Blossom Trail #221 Orlando, Fl 32809 has named Heinz Rudiger Erdmann whose address is 7611 S. Orange Blossom Trail #221, Orlando, Florida 32809 as its Registered Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

H. R. Erdmann
Heinz Rudiger Erdmann

FILED
JUN - 5 AM 9:19
1965

P95000045455

LAVIGNE & LANE, P.A.
Attorneys at Law
FLORIDA * UNITED KINGDOM * GERMANY

5401 S Kirkman Road, Suite 500
Orlando, Florida 32819
Tel: (407) 363-4521
Fax: (407) 363-5167

Hamilton House
1 Temple Avenue
London EC4Y 0HA
Tel: 071-353-1101
Fax: 071-353-3325

October 12, 1995

Reply To
Orlando

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

400001612314
-10/17/95--01019--011
*****35.00 *****35.00

Re: Tespi of North America, Inc.
Change of Registered Office and Registered Agent

Dear Sir or Madam:

Enclosed please find the Statement of Change of Registered Office and Registered Agent for Tespi of North America, Inc.

Also enclosed is our law firm's check in the amount of \$35.00 constituting the appropriate fee for the filing and registration of these changes.

Your attention to this matter is most appreciated.

Very truly yours,

for *Paul Camp Lane*
Paul Camp Lane
Attorney at Law

PCL/bif
Enclosures

FILED
OCT 17 PM 12:45
11-17-95
787, 663, 648, 671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

1995 NOV 17 PM 12:45

TALLHASSEE, FLORIDA

October 18, 1995

Paul Camp Lane, Esquire
5401 S. Kirkman Road, Suite 500
Orlando, FL 32819

SUBJECT: TESPI OF NORTH AMERICA, INC.
Ref. Number: P95000045455

We have received your document for TESPI OF NORTH AMERICA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 695A00047052

LAVIGNE & LANE, P.A.
Attorneys at Law
FLORIDA • UNITED KINGDOM • GERMANY

5401 S. Kirkman Road, Suite 500
Orlando, Florida 32819
Tel: (407) 363-4921
Fax: (407) 363-5167

Hamilton House
1 Temple Avenue
London EC4Y 0HA
Tel: 071 353-1101
Fax: 071 353-3325

November 15, 1995

Reply To
Orlando

Louise Flemming-Jackson
Corporate Specialist Supervisor
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Tespi of North America, Inc.
Change of Registered Office and Registered Agent
Ref. Number: P95000045455
Letter Number: 695A00047052

FILED
NOV 17 PM 12:45
1995

Dear Ms. Flemming-Jackson:

Enclosed please find the executed Statement of Change of Registered Office and Registered Agent Application Form for Tespi of North America, Inc. that was supplied to us by your office with your letter dated October 18, 1995 a copy of which is enclosed

As you know, our law firm's check in the amount of \$35.00 constituting the appropriate fee for the filing and registration of these changes is already in your possession.

Your attention to this matter is most appreciated.

Very truly yours,

Paul Camp Lane
Paul Camp Lane
Attorney at Law

PCL/bif
Enclosures

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Tespi of North America, Inc.

1b. The mailing address of the corporation is: 7611 S. Orange Blossom Trail #221 Orlando, Florida 32809

1c. Date of incorporation: June 6, 1995 Document number: P95000045455

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

Rudiger Erdmann
7611 S. Orange Blossom Trail #221
Orlando, FL 32809

FILED
1995 NOV 17 PM 12:45

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Paul Camp Lane, Attorney
5401 S. Kirkman Rd., Suite 500
Orlando, Florida 32819

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Signature of an officer, chairman or vice chairman of the board: Marcel Thommen Date: 11/13/95

Marcel Thommen, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature of Registered Agent: [Signature] Date: 11/13/95

If signing on behalf of an entity:
(Typed or Printed Name) (Capacity)