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PLANTATION, FLORIDA 33413-5431
JUL 10, 1995

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6000
TALLAHASSEE, FLORIDA 32314

200001533922
-07/11/95--01001--007
*****70.00 *****70.00

GENTLEMEN:

ENCLOSED FIND ARTICLES OF INCORPORATION FOR

"JAPAN AMERICA PARTNERS, INC"

TO BECOME EFFECTIVE ON JULY 10, 1995. ALSO BEING A
CHECK IN THE AMOUNT OF \$70.00 TO COVER COSTS. NO
CERTIFIED COPY IS NEEDED.

PLEASE SEND COMPLETED PAPERS TO:

HERBEC AUDITING SERVICE, INC
P.O. BOX 16931
PLANTATION, FLORIDA 33313-5431

SINCERELY,

Herbert Stanley

HERBEC AUDITING SERVICE, INC

10/13

do hereby certify that the foregoing is a true and correct copy of the articles of incorporation of the corporation as the same have been filed with the Secretary of State of the State of Florida in accordance with the provisions of the Florida General Corporation Act, Chapter 602, Florida Statutes.

ARTICLE ONE

The name of the corporation is:

JAPAN AMERICA PARTNERS, INC.

The address of the corporation is:

2022 W. Broward Blvd., Suite 200, Plantation, FL 33324

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 602, Florida Statutes.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 500, all of which shall be common shares without par value.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 2022 W. Broward Blvd., Suite 200, Plantation, FL 33324 and the name of the initial registered agent is George H. Lippert.

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ARTICLE 10

THE BOARD OF DIRECTORS OF THE CORPORATION SHALL be composed of the following members of the corporation, or less than five, as determined by the corporation.

ARTICLE 11

THE NAME AND ADDRESS OF THE CORPORATION shall be

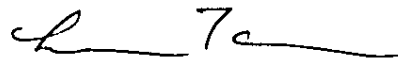
Lochner, Lappin

100 W. Broadway Blvd., Suite 100, Portland, ME 04101

ARTICLE 12

The corporation shall be deemed to commence its corporate existence on July 10, 1990.

IN WITNESS WHEREOF, I have subscribed my name this 08 day of July, 1990.

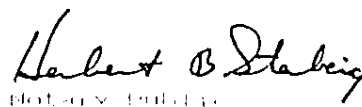


Incorporator

STATE OF MAINE, ss.
COUNTY OF FREEMAN

On this 08 day of July, 1990, before me, personally appeared Lochner, Lappin, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



Robert B. Stalzig

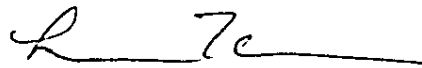
IN THE CIRCUIT COURT OF THE
FIFTH JUDICIAL CIRCUIT
IN AND FOR THE STATE OF FLORIDA

do hereby certify that a duly authorized officer or officers of the
the service of process within this state, having consented
upon them process, they consented and have and address of the
incorporation.

The following is submitted in compliance with
Chapter 68, 69, and 70, Florida Statutes:

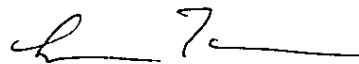
A corporation organized and existing under the laws of the
state of Florida, with its principal registered office at
2075 W. Howard Blvd., Suite 100, Plantation, FL 33324, has
named Lawrence Tappen, its agent to accept service of
process within this state.

Lawrence Tappen
2075 W. Howard Blvd., Suite 100, Plantation, FL 33324


Incorporator

ACCEPTANCE:

HAVING BEEN NAMED to accept service of process
for the above named corporation, at the place designated
in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the
provisions of all statutes relative to the proper
performance of my duties.


Agent