

P96 000006805

Mark Katsman  
5 Island Avenue, Suite 15D  
Miami Beach, FL 33139

January 8, 1996

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

To Whom It May Concern:

Please find enclosed Articles of Incorporation for SAMARA, U.S.A., INC.  
as well as designation of Agent for Service of Process. The check for  
\$122.50 is enclosed.

I would appreciate your mailing back to me the certificate of  
incorporation as soon as possible. Thank you.

Sincerely,



Mark Katsman

100001685861  
-01/10/96--01160--015  
\*\*\*\*122.50 \*\*\*\*122.50

789-634-671  
W96-1004

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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gf 1/23/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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January 12, 1996

MARK KATSMAN  
5 ISLAND AVENUE #15D  
MIAMI BEACH, FL 33139

SUBJECT: SAMARA, U.S.A., INC.  
Ref. Number: W96000001006

We have received your document for SAMARA, U.S.A., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 096A00001686

Mark Katsman  
5 Island Avenue, Suite 15D  
Miami Beach, FL 33139

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

January 20, 1996

96 JAN 10 AM 10:21

Ms. Claretha Golden  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Golden:

In accordance with your letter dated January 12, 1996, please find enclosed corrected Articles of Incorporation for SAMARA, U.S.A., INC. showing that the registered office and principal office address are the same (see Article V).

I would appreciate your mailing back to me the certificate of incorporation as soon as possible. Thank you.

Sincerely,



Mark Katsman

EFFECTIVE DATE  
01/08/96  
ARTICLES OF INCORPORATION  
OF  
SAMARA, U.S.A., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is: SAMARA, U. S. A., INC.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, if they are filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged.

**ARTICLE III**

**NATURE OF BUSINESS**

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

**ARTICLE IV**

**CAPITAL STOCK**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

## ARTICLE V

### PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Mark Katsman, 5 Island Ave, Suite 15D, Miami Beach, FL 33139, and the name of the initial registered agent of this corporation at that address is Mark Katsman. The principal office address is the same as the registered office address indicated in this Article.

## ARTICLE VI

### DIRECTORS

(a) Number. This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
Anatoliy S. Novichenko	10 Gubanova St, #36 Samara, Russia 443125

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VII

### BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VIII**

**INCORPORATOR**

The name and street address of the incorporator of this corporation is:


Mark Katsman  
5 Island Avenue, Suite 15D  
Miami Beach, FL 33139

**ARTICLE IX**

**AMENDMENT**

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 8th day of January, 1996.

  
\_\_\_\_\_

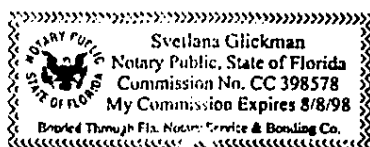
STATE OF FLORIDA        )  
                              ) SS:  
COUNTY OF DADE        )

The foregoing instrument was acknowledged before me this 8th day of January, 1995, by Mark Katsman, known personally to me or having presented as identification \_\_\_\_\_, who [did/did not] take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida

Name: Svetlana Glickman

[NOTARIAL SEAL]



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following  
is submitted:

SAMARA, U.S.A., INC., desiring to organize or qualify under the laws  
of the State of Florida with its principal place of business at City of  
Miami, State of Florida, has named MARK KATSMAN, located at 5 Island  
Avenue, Suite 15D, Miami Beach, FL 33139 as its agent to accept service  
of process within Florida.

Mark Katzman  
Incorporator

Dated: 1/8/96

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 agree to comply with the  
provisions of all statutes relative to the proper and complete  
performance of my duties.

Mark Katzman  
Registered Agent

Dated: 1/8/96

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