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AMATO, ANDERSON, NICKEL, & WEBER, P.A.
ATTORNEYS AT LAW

LOUIS X. AMATO, P.A.
A. ERIC ANDERSON, P.A.
GUDRUN MARIA NICKEL, P.A.
PATRICK C. WEBER, P.A.
J. GARY BIRK
DAVID P. WHITING

ROBERT M. ARLEN, OF COUNSEL
BOYNTON BEACH, FLORIDA

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PLEASE REPLY TO:

NAPLES OFFICE
SUITE 200
380 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(813) 262-7746
FAX (813) 262-7144

FORT MYERS OFFICE
THE TERRACE
8600-120 COLLEGE PARKWAY
FORT MYERS, FLORIDA 33919-4873
(813) 433-4240
FAX (813) 433-4000

January 11, 1996

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

RE: SELLE USA, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

AMATO, ANDERSON, NICKEL & WEBER

Gudrun M. Nickel

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*****70.00 *****70.00

GMN/lrb

Enclosure

W96-1388
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1-23-96
JA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 18, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SELLE USA, INC.
Ref. Number: W96000001388

We have received your document for SELLE USA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

[REDACTED]

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 896A00002327



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1996

**CSC NETWORKS
ATTN: DEBBIE OR JENNIFER
1201 HAYES STREET
TALLAHASSEE, FL 32301**

We have received your document for SELLE USA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Your client submitted a check for the filing fee (70.00.) Please return the document to my attention in an envelope. This will prevent CSC Network from being charged for the processing.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 596A00002689

**ARTICLES OF INCORPORATION
OF
SELLE USA, INC.**

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The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is Selle USA, Inc. The principal place of business of the corporation is 514 S.E. 22nd Street, Cape Coral, Florida 33904. The mailing address of the corporation is 514 S.E. 22nd Street, Cape Coral, Florida 33904.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

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

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be two (2) initial directors as follows:

Reinhard Selle	514 S.E. 22nd Street Cape Coral, Florida 33904
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**Gabriele Selle 514 S.E. 22nd Street
Cape Coral, Florida 33904**

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

**Reinhard Selle- President/Treasurer
Gabriele Selle - Vice President/Secretary**

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.0101 et seq., at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

**Gudrun Maria Nickel, P.A. 350 Fifth Avenue South, #200
Naples, Florida 33940**

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1201 Hayes Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is CORPORATION SERVICE COMPANY.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 11th day of January, 1996

GUDRUN MARIA NICKEL, P.A.

By [Signature]
GUDRUN MARIA NICKEL, President

FILED
JAN 23 1996
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 11th day of January 1996, by GUDRUN MARIA NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (~~or who produced~~ _____ as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Linda R. Brand
Notary Public

May 2, 1997
Notary Stamp/Seal



Linda R. Brand

Type or Print Notary Name

Notary Number: CC282129

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Gail Shelby
CORPORATION SERVICE COMPANY
Gail Shelby, As Agent