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ACCOUNT NO. : 072100000032

REFERENCE : 901720 103341A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizots*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 29 AM 10:19

ORDER DATE : March 29, 1996

ORDER TIME : 3:20 PM

ORDER NO. : 901720

CUSTOMER NO: 103341A

2000017680322

CUSTOMER: Robert Saunooke, Esq  
HAMPP SCHNEIKART & SWAIN, P.A.

P. O. Box 11329

St. Petersburg, FL 33733

DOMESTIC FILING

NAME: FOREIGN PERFORMANCE, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

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*4/2*

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

FOREIGN PERFORMANCE, INC.

The undersigned natural persons, each more than twenty-one years of age, hereby establish a business corporation pursuant to the statutes of Florida and adopt the following Articles of Incorporation:

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ARTICLE I

The name of the Corporation is FOREIGN PERFORMANCE, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The nature, objects and purposes of the business to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including but not limited to the development and marketing of any and all products authorized by law in the State of Florida throughout the United States.

In furtherance of the foregoing purpose, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon business corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

The Corporation may conduct part or all of its business in any part of Florida, of the United States, or of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any such places.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is one-hundred thousand (100,000). Each share shall have no par value. All of the stock of the Corporation shall be of the same class, common.

The preferences, limitations and relative rights of each class of shares, and the express grant of authority to the Board of Directors to amend these Article of Incorporation to divide the Stock into series, to establish and modify the preferences, limitations and relative rights of each share of Stock, and to otherwise impact the capitalization of the corporation, subject to

certain limitations and procedures and as permitted by Florida law, are as follows:

1. Voting Rights. Each shareholder of record shall have one (1) vote for each share of stock standing in his name on the books of the Corporation and entitled to vote on each matter detailed in the By-Laws of the corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

2. Partial Liquidation. The Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the Corporation a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Florida.

3. Liquidation Rights. After payment or provision for payment of the debts and other liabilities of the corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, the holders of Common Stock then outstanding shall be entitled to receive all of the assets and funds of the corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by them.

The Corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000) has been received for the issuance of shares.

4. Stated Value of Shares. Shares of the Corporation not having a par value shall be issued for such consideration expressed in dollars as may be fixed from time to time by the vote of directors.

#### ARTICLE V

Registered Office and Agent. The name and address of the initial registered agent and the initial registered office of the Corporation are:

Agent: David Arthur Ray, Jr.

Office: 1704 Suffolk Drive  
Clearwater, Florida 34616

#### ARTICLE VI

Principal Office. The principal office and mailing address of the corporation shall be as follows:

1704 Suffolk Drive  
Clearwater, Florida 34616

. . .

ARTICLE VII

The initial Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
David Arthur Ray, Jr. President	1704 Suffolk Drive Clearwater, Florida 34616

ARTICLE VIII

No director of this corporation shall have any personal liability to this corporation or its shareholders for monetary damages for breach of his/her fiduciary duty owed to the corporation or its shareholders; except that, in no case is the liability of a director eliminated in the following manner and under the following circumstances:

(i) For any breach of the director's duty of loyalty to the corporation or its shareholders;

(ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;

(iii) For any transaction from which the director derives an improper personal benefit.

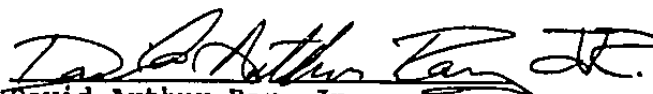
ARTICLE IX

The name and address of the incorporators are shown below.

David Arthur Ray, Jr.	1704 Suffolk Drive Clearwater, Florida 34616
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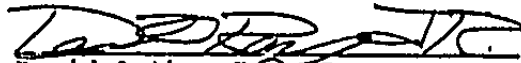
Under the penalty of perjury, the undersigned declare that they have examined these Articles and to the best of their knowledge and belief, they are true, correct and clear. These Articles of Incorporation executed this 25th day of March, 1996.

INCORPORATORS:

  
David Arthur Ray, Jr.  
1704 Suffolk Drive  
Clearwater, Florida 34616

REGISTERED AGENT ACKNOWLEDGMENT

The undersigned, being named to accept service of process for the above stated corporation at the place designated below, hereby accepts and agrees to act in this capacity, and to comply with the provisions of all statutes relative to the performance of the duties of a registered agent as more fully set forth in Sections 607.0501 Florida Statutes.



David Arthur Ray, Jr.  
1704 Suffolk Drive  
Clearwater, Florida 34616

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