

1201 HAYS STREET
TAMPA, FL 33601
909 251-0171
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96 MAY 23 AM 8:20



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PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. :

077340005 CORPORATION
0000000032

REFERENCE : 963445 4326591

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 122.50

ORDER DATE : May 22, 1996

ORDER TIME : 3:52 PM

ORDER NO. : 963445

CUSTOMER NO: 4326591

500001886515

CUSTOMER: Danell Sequira, Legal Asst
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC FILING

NAME: GERMFLOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

CP
5/23/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 23 AM 9:36

**ARTICLES OF INCORPORATION
OF
GERMFLO, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 23 AM 9:36

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation shall be:

Germflor, Inc.

The principal office and mailing address of this corporation shall be: 1 Beach Drive, S.E., Suite 220, St. Petersburg, Florida 33701.

ARTICLE II.

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III.

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV.

General Powers

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V.

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 25,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the

corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI.

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is Richard A. Jacobson. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII.

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2) and the names and addresses of the persons who are to serve as members thereof are as follows:

<u>Name</u>	<u>Address</u>
Uwe Sterling	4975 44th Street South St. Petersburg, FL 33711

ARTICLE VIII.

Incorporators

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Richard A. Jacobson	501 E. Kennedy Blvd, #1700 Tampa, FL 33602

ARTICLE IX.

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Richard A. Jacobson, Incorporator

**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:

GERMFLO, INC.

with its principal place of business at City of St. Petersburg, County of Pinellas, State of Florida, has named Richard A. Jacobson, located at 501 E. Kennedy Boulevard, Suite 1700, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.



Richard A. Jacobson, Incorporator

Date 5/17/96

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.



Richard A. Jacobson, Incorporator

Date 5/17/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 23 AM 9:36

P96000043939



RECEIVED

97 APR 21 PM 3:27

ACCOUNT NO. 072100000032

REFERENCE : 338095 4326591

AUTHORIZATION Patricia Pijuta
COST LIMIT : \$ 87.50

ORDER DATE : April 21, 1997
ORDER TIME : 2:15 PM
ORDER NO. : 338095-005
CUSTOMER NO: 4326591

Name
Change
Amend

CUSTOMER: Ms. Denell Sequeira
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

000002149708--8

DOMESTIC AMENDMENT FILING

NAME: GERMFLOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

Handwritten filing stamp with fields for Name, Address, City, State, Zip, and Date. Includes handwritten numbers 4/23/97 and 104.

FILED
97 APR 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00547, 00672



FLORIDA DEPARTMENT OF STATE
Sundra B. Mortham
Secretary of State

April 22, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: GERMFLOR, INC.
Ref. Number: P96000043939

RESUBMIT

Please give original
submission date as file date.

We have received your document for GERMFLOR, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 297A00020570

RECEIVED
97 APR 22 PM 4:16
DIVISION OF CORPORATIONS

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
GERMFLO, INC.

97 APR 22 PM 3:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation for GERMFLOR, INC. were filed with and approved by the Secretary of State of Florida on the 23rd day of May, 1998;

WHEREAS, it is the intention of a majority of the shareholders of GERMFLOR, INC. that the Articles of Incorporation be amended in accordance with the Amendment to the Articles of Incorporation hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of GERMFLOR, INC. hereinafter set forth was approved by the all of the shareholders of GERMFLOR, INC. on the 4th day of April, 1997; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of GERMFLOR, INC. are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

"ARTICLE I
Name

The name of the corporation shall be:

MAYTREE TRADING, INC.

The principal office and mailing address of this corporation shall be 1 Beach Drive S.E., Suite 220, St. Petersburg, Florida 33701."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of GERMFLOR, INC. by the majority shareholder who hereby approves this Amendment this 4th day of April, 1997.

SHAREHOLDER

BSOB

By:

Uwe Sterling
Uwe Sterling, AS PRESIDENT

**WRITTEN STATEMENT MANIFESTING SHAREHOLDER
APPROVAL OF AN
AMENDMENT TO THE ARTICLES OF INCORPORATION OF
GERMF-LOR, INC.**

The undersigned, being a majority of the shareholders of GERMFLOR, INC., whose Articles of Incorporation were filed with, and approved by, the Secretary of State of the State of Florida on the 23rd day of May, 1996, hereby manifest our intention that the Articles of Incorporation of GERMFLOR, INC. be amended in accordance with the amendment set forth in Exhibit A attached hereto and made a part hereof as if fully set forth herein.

IN WITNESS WHEREOF, a majority of the shareholders of GERMFLOR, INC. have executed this written statement this 4th day of April, 1997.

SHAREHOLDER

BS08

By:

Uwe Sterling
Uwe Sterling, AS PRESIDENT