

P 960000 56343

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

No 52813

RE:

Fiter Impx International Inc

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S -
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

RECEIVED
JUL 3 1996
DIVISION OF CORPORATIONS
FILED
DISBURSED
PMT: 17

600001883506
-07/03/96--01048--020
****122.50 ****122.50

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

RECEIVED
JUL 3 1996
DIVISION OF CORPORATIONS

F. CHESSER JUL 3 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 7/3
TIME 9:30
BY DJ CK No.

WALK IN
WITH Pick Up

Please remit invoice number with payment
TERMS: NET 15 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
FITER IMPEX INTERNATIONAL, INC.**

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under the laws of the State of Florida under the following proposed charter.

FILED
95 JUN 12 17
STATE
OF FLORIDA

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be Fiter Impex International, Inc. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 1103 Florida Avenue, Suite 4, Palm Harbor, Florida 34683 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporations primary business general business, and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

ARTICLE IV - STOCK CLAUSE

The aggregate number of share which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS

Each holder or shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of share outstanding exclusive of treasury shares. This right shall be

deemed waived by any shareholder who does not exercise it and pays or the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

ARTICLE VI - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Initial President / Director:

Alain H. Tersis
1103 Florida Avenue, Suite 4
Palm Harbor, FL 34683

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of this corporation is 36358 U.S. Highway 19 North, Palm Harbor, FL 34684. The name of the initial registered agent of this corporation at that address is JAMES J. SPANOLIOS, ESQ.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE XII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE XIII - INCORPORATOR

The address of the Incorporator of this corporation is 1103 Florida Avenue, Suite 4, Palm Harbor, FL 34683. The name of the Incorporator of this corporation at that address is Alain H. Tersis.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the state of Florida, do make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 25 day of JUNE, 1996.


Alain H. Telsis

BEFORE ME, the undersigned authority, personally appeared Alain H. Telsis, personally known to me or who produced as identification: French Passport, and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 25 day of June, 1996.



J SPANOLIS
My Commission CCB49441
Expires Apr. 22, 2000


Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE
AND NAMING AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Florida Statute, the following is submitted:

That Fiter Impex International, Inc. organized under the laws of the state of Florida, with its principal place of business being:

1103 Florida Avenue, Suite 4
Palm Harbor, FL 34683

has named as its registered agent to accept process within this State:

James J. Spanolios, Esq.
36356 U.S. Highway 19 North,
Palm Harbor, FL 34684

FILED
96 JUL -3 PM 12:17
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated above, I hereby accept appointment in this capacity, and agree to comply with the provisions of State Law relative to keeping open said office.

J. Spanolios
James J. Spanolios, Esq.

BEFORE ME, the undersigned authority, personally appeared, James J. Spanolios, Esq. personally known to me or who produced as identification: _____, and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 1st day of JULY, 1996.



BART J. COLTRANI
COMMISSION # CC430607
EXPIRES FEB. 13, 1999
ALAN NOTARY SERVICE
1-800-486-8048

Bart J. Coltrani
Notary Public