

*Safety Groove U.S.A., Inc.*

P96000059831

July 5, 1996

Florida Department of State  
Corporation Division/New Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

300001894653  
-07/16/96--01088--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation

Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation for SAFETY GROOVE U.S.A., INC., and a check in the amount of \$78.75 which should cover the cost of filing the articles and a certificate of incorporation.

I would appreciate your filing the articles and returning copy to me as soon as possible. If you require anything further please advise. Thank you for your help.

JUL 17 1996. BSB

Sincerely,

SAFETY GROOVE U.S.A., INC.

By: *William G. Gentry*

Enclosures

2297 Eagle Estates Circle, Clearwater, Florida 34621

ARTICLES OF INCORPORATION  
OF  
SAFETY GROOVE U.S.A, INC.

FILED  
96 JUL 15 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SAFETY GROOVE U.S.A, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL- PLACE OF BUSINESS

The principal place of business of this corporation shall be 2997 Eagle Estates Circle, East, Clearwater, Florida 34621.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2997 Eagle Estates Circle East, Clearwater, Florida

34621. The name of the initial registered agent of this corporation is WILLIAM ASBURY.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial directors and officers of this corporation shall be as follows:

President and  
Director:

MATTHEW KIERNAN

Vice President and  
Director:

WILLIAM ASBURY

ARTICLE VIII - RIGHTS OF INITIAL DIRECTORS

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of shareholders and directors following which the procedures set forth herein of in the By-laws, as may be amended from time to time, shall control.

#### ARTICLE IX - INCORPORATORS AND SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation and the number of shares taken is as follows:

MATTHEW KIERNAN  
2997 Eagle Estates Circle East  
Clearwater, Florida 34621

500 shares

WILLIAM ASBURY  
2997 Eagle Estates Circle East  
Clearwater, Florida 34621

500 shares

#### ARTICLE X - BY-LAWS

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

#### ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the corporation may be transferred to the corporation, to other stockholders in the corporation or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and shall be subject to all terms and conditions of any shareholders agreement in effect at that time.

#### ARTICLE XII - CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

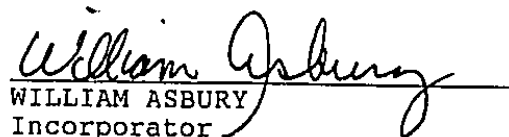
ARTICLE XIV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

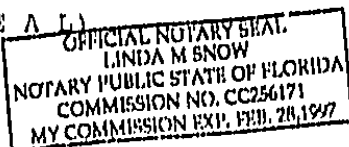
IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this 10<sup>th</sup> day of July, 1996.

  
WILLIAM ASBURY  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10<sup>th</sup>  
day of July, 1996 by WILLIAM ASBURY, as Incorporator  
and President and Director of SAFETY GROOVE U.S.A., INC., on behalf  
of the corporation, who is personally known to me or produced the  
following as identification: N/A

(S E A L)



Linda M. Snow  
Notary Public - Signature

Having been named as Registered Agent to accept service of  
process for SAFETY GROOVE U.S.A., INC. at 2997 Eagle Estates  
Circle, Clearwater, Florida 34621, I 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.

William Asbury  
WILLIAM ASBURY,  
Registered Agent

FILED  
96 JUL 15 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000059831

Thomas E. Parnell, P.A.  
Attorney at Law

Thomas E. Parnell

Oak Ridge Center  
320 W. Fletcher Ave., Suite 104  
Tampa, Florida 33612  
Telephone (813) 835-2200  
Facsimile (813) 835-1444

November 27, 1996

Amendment Section  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

700002019697--1  
-12/04/96--01099--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment for  
SAFETY GROOVE U.S.A., INC.

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above-referenced corporation. I am also enclosing a check for \$35.00 to cover the filing fee of this amendment. I would appreciate your filing the same and if you require anything further, please advise.

Thank you for your assistance in the matter.

Sincerely,

  
THOMAS E. PARNELL

TEP/lms  
Enclosures

RECEIVED  
96 DEC -4 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/1/97  
DEC 10  
12-10

**ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 617 and 2607.1806, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation.

**FIRST:** The name of the corporation is:

**SAFETY GROOVE U.S.A., INC.**

**SECOND:** The following amendment to the articles is:

**WILLIAM ASBURY**, hereby resigns his office as Vice President and Director of this corporation.

**THIRD:** The new registered agent of the corporation is:

**MATTHEW KIERNAN**  
2997 Eagle Estates Circle, East  
Clearwater, Florida 34621

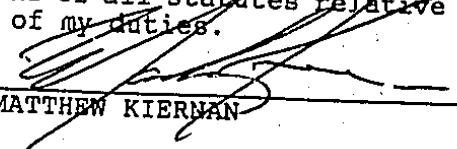
**FOURTH:** The date of the adoption of this Amendment is November 1, 1996. This Amendment is approved by the President and Sole Director, **MATTHEW KIERNAN**, as shareholder approval is not required.

Dated: November 25, 1996.

**SAFETY GROOVE U.S.A., INC.**

By:   
**MATTHEW KIERNAN**  
President and Sole Shareholder

I HEREBY UNDERSTAND and accept the responsibilities and duties of the corporate registered agent for **SAFETY GROOVE U.S.A., INC.**, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
**MATTHEW KIERNAN**



STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

THE FOREGOING instrument was acknowledged before me on this  
25th day of November, 1996, by MATTHEW KIERNAN, President and  
Sol. Shareholder and Registered Agent, who is personally known to  
me or who produced the following as identification: n/a

(NOTARY STAMP/SEAL)

*Linda M. Snow*  
NOTARY PUBLIC

OFFICIAL NOTARY SEAL  
LINDA M SNOW  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC256171  
MY COMMISSION EXPI. FEB. 21, 1997