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96 JUL 16 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 12, 1996

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

RE: Ruck & Hall Handels Agentur International Consultants, Inc.

Gentlemen:

I am enclosing herewith the original Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	<u>\$52.50</u>
Total	\$122.50

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\*\*\*\*122.50 \*\*\*\*122.50

Please file the original of the enclosed Articles of Incorporation. Any reply mail can be addressed to me at the address listed below.

Your prompt attention to this matter would be appreciated.

Sincerely,

Cynthia L. Stamford

Cynthia L. Stamford  
President

Encl.

**ARTICLES OF INCORPORATION  
OF  
RUCK & HALL HANDELS AGENTUR INTERNATIONAL CONSULTANTS, INC.**

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I - NAME**

The name of this Corporation is Ruck & Hall Handels Agentur International Consultants, Inc.

**ARTICLE II - DURATION**

The Corporation shall have perpetual existence commencing on the date of execution of these Articles.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 5,000 shares, all of which shall be common shares with par value of \$1.00.

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 6162 Sudbury Ave., Jacksonville, FL 32210, and the name of the initial registered agent of this Corporation is Margareth Hall.

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#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors constituting the Initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the Initial Directors of this Corporation is:

Margareth Hall  
6162 Sudbury Ave.  
Jacksonville, FL 32210

Reiner Ruck  
12305 Berlin  
Kettinger Str. 113A  
Germany

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

Margareth Hall  
6162 Sudbury Ave.  
Jacksonville, FL 32210

#### **ARTICLE IX - INDEMNIFICATION**

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

#### **ARTICLE X - AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

**ARTICLE XI - BY-LAWS**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of July, 1996.


Margareth Hall  
Margareth Hall, Incorporator

STATE OF FLORIDA

COUNTY OF CLAY

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Margareth Hall, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12<sup>th</sup> day of July, 1996.

  
Notary Public,  
State of Florida at Large



CYNTHIA L. STAMFORD  
My Commission CC838608  
Expires Mar. 13, 2000

STATE OF FLORIDA  
DEPARTMENT OF STATE

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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:

FIRST--THAT RUCK & HALL HANDELS AGENTUR INTERNATIONAL CONSULTANTS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS 6162 SUDBURY AVE., JACKSONVILLE, FL 32210, HAS NAMED MARGARETH HALL, REGISTERED AGENT, LOCATED AT: 6162 SUDBURY AVE., JACKSONVILLE, FL 32210, COUNTY OF DUVAL, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Margareth Hall  
Margareth Hall  
TITLE: Incorporator  
DATE: July 12, 1996

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF HIS/HER DUTIES.

Margareth Hall  
Margareth Hall  
Registered Agent  
DATE: July 12, 1996