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P.1/6

7/23/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

11:12 AM

((H96000010176))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: SCHARLIN, LANZETTA, COHEN, COBB & EB
1399 SW FIRST AVE
UNITED NATIONAL BANK BLDG
MIAMI FL 33130- 302- 0
CONTACT: CONNIE CONTRATA
PHONE: (305) 358-4222
FAX: (305) 358-0602

((H96000010176))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DALFEN SUNPLEX ENTERPRISES, INC.
FAX AUDIT NUMBER: H96000010176
DATE REQUESTED: 07/23/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$131.25
CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:12:35
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 075444001523

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AK Sawe

*7/24/96
JTB*

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95 JUL 23 11:09:24
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

55 JUN 23 PM 1:05

06/23/96

7/23/96

H96000010176

FILED
JUL 23 1996
CLERK OF COURT
JUL 23 1996

**ARTICLES OF INCORPORATION
OF
DALFEN SUNPLEX ENTERPRISES, INC.**

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of one (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Preparer:
Thomas C. Cobb, Esquire
1399 S.W. First Ave., 4th Fl.
Miami, Florida 33130
(305) 358-4222
FL Bar No.: 113517

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ARTICLE IV

TERM OF EXISTENCE

This corporation shall commence its existence on July 22, 1996 and shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

THOMAS C. COBB, ESQ.
1399 S.W. First Avenue
Suite 400
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial director and president of this Corporation and his street address is:

Murray Dalfen
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1S5, CANADA

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The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

Murray Dalfen
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1S5, CANADA

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

THOMAS C. COBB, ESQ.
1399 S.W. First Avenue
Suite 400
Miami, Florida 33130

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

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ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 22nd day July, 1996.



Thomas C. Cobb

H96000010176

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

RECEIVED
JUL 23 1996
STATE OF FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That **DALFEN SUNPLEX ENTERPRISES, INC.**, desiring to organize under the laws of the State of Florida, with its registered office at: 8479 Place Devonshire, Ville Mont-Royal, Quebec H4P 1S5, Canada, has named **THOMAS C. COBB, ESQ.**, located at 1399 S.W. First Avenue, Suite 400, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



THOMAS C. COBB

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AUG 26 1996

P.1/2

8/26/96

FLORIDA DIVISION OF CORPORATIONS

3:45 PM

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

(((H96000011920)))

TO: DIVISION OF CORPORATION:

FROM: SCHARLIN, LANZETTA, COHEN, COBB & EB

DEPARTMENT OF STATE

1999 SW FIRST AVE

STATE OF FLORIDA

UNITED NATIONAL BANK BLDG

409 EAST GAINES STREET

MIAMI FL 33130-

TALLAHASSEE, FL 32399

CONTACT: CONNIE CONTRATA

FAX: (904) 922-4000

PHONE: (305) 358-4222

FAX: (305) 358-0602

(((H96000011920)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: DALFEN SUNPLEX ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000011920

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/26/1996

TIME REQUESTED: 15:45:41

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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ESTIMATED CHARGE: \$07.50

ACCOUNT NUMBER: 075444001523

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25 AUG 26 PM 4:44

FILED
96 AUG 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Contra
7/10/96

H96000011910

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DALFEN SIMPLEX ENTERPRISES, INC.**

Pursuant to the provisions of sections 607.005 and 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

- FIRST:** Amendment adopted: the name of the corporation is changed to be **DALFEN FLORIDA INVESTMENTS INC.**
- SECOND:** The date of this amendment's adoption: **August 26, 1996**
- THIRD:** As no shares of stock have been issued, this amendment was adopted by the sole incorporator without shareholder action and shareholder action was not required.

Signed this 26 of August, 1996.

Signature: 
Thomas C. Cobb, Incorporator

INTCCDALFENSIMPLEXARTAMEND

Preparer:

**Thomas C. Cobb, Esq.
Scharlin, Lanzetta, Cohen,
Cobb and Ebin
1399 S.W. First Avenue, 4th Fl.
Miami, Florida 33130
(305) 358-4222
FL Bar No.: 113517**

FILED
96 AUG 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P96000061735

3/17/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:15 PM

((H97000004484 6))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN ACCT#: 075444001523
CONTACT: MARY FAWKES
PHONE: (305)358-4222 FAX #: (305)358-0602

NAME: DALFEN FLORIDA INVESTMENTS INC.
AUDIT NUMBER.....H97000004484
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1 PAGES..... 1
CERT. COPIES.....1 DHL.METHOD.. FAX
EST.CHARGE.. \$96.25

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97 MAR 17 PM 4:04
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TALLAHASSEE, FLORIDA

*(AL) gmc ✓
Florida*

SCHARLIN, LANZETTA, CONN, COBB & EBIN
SUITE 400 - UNITED NATIONAL BANK BUILDING
1399 S.W. FIRST AVENUE
MIAMI, FL 33130
(305) 358-4222
FAX 358-0602

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DIVISION OF CORPORATIONS

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE TO
COMPANY: Secretary of State
ATTENTION: Div. of Corporations - Electronic Filing Section
TELECOPY #: 904-922-4000
FROM: Diane Jacobs
RE: Dalfer Florida Investments Inc. name change
DATE SENT: March 17, 1997 TIME SENT: _____
FILE #: _____
NO. OF PAGES TRANSMITTED, INCLUDING THIS COVER SHEET: 3

Diane Jacobs
TELECOPIER OPERATOR

PLEASE CALL (305) 358-4222 IMMEDIATELY IF NOT RECEIVED PROPERLY.

NOTE: _____

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DALFEN FLORIDA INVESTMENTS INC.**

FILED
97 MAR 17 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.005 and 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

- FIRST:** Amendment adopted: the name of the corporation is changed to be DALFEN AMERICA CORP.
- SECOND:** The date of this amendment's adoption: March 10, 1997
- THIRD:** As no shares of stock have been issued, this amendment was adopted by the sole incorporator without shareholder action and shareholder action was not required.

Signed this 10 of March, 1997.

Signature: Thomas C Cobb
Thomas C. Cobb, Incorporator

1:1000DALFENMCH-DFM

Preparer:

**Thomas C. Cobb, Esq.
Scharlin, Lanzetta, Cohen,
Cobb and Ebin
1399 S.W. First Avenue, 4th FL
Miami, Florida 33139
(305) 358-4222
FL Bar No.: 113817**

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