

P96000073023

123 PM

PUBLIC ACCESS BYD1
ELECTRONIC FILING COV. 31

((H96000012254 4.))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)641-3604

FAX #: (004)822-4001

ACCT#: 072460003255

FAX #: (305)641-3770

NAME: USBP, INC.
AUDIT NUMBER.....H96000012254
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....0
PAGES..... 0
DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <OR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:14:5

RECEIVED
SEP SEP -3 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature

FILED
SEP SEP -3 PM 5:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date
9/18/94

(6)

H96000012254 FILED
SEP-3 1996
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
USBY, INC.**

THE UNDERSIGNED, has executed the following document as Incorporator of the above-named Corporation, a Corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as Incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

USBY, INC.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or

THIS INSTRUMENT PREPARED BY:

1

RICHARD D. TOBIN, P.A.
200 S.E. 18th Court
Fort Lauderdale, FL 33316

DATE 09/22/96
P.02/22

H96000012254

H96000012254

personal property or any interest therein,
wherever situated;

To sell, convey, mortgage, pledge, create a
security interest in, lease, exchange,
transfer, and otherwise dispose of all or any
part of its property and assets;

To lend money to, and use its credit to
assist, its officers and employees in
accordance with Florida Statute §607.14.

To purchase, take, receive, subscribe for, or
otherwise acquire, own, hold, vote, use,
employ, sell, mortgage, lend, pledge, or
otherwise use and deal in and with, shares or
other interests in, or obligations of, other
domestic or foreign corporations,
associations, partnerships, or individuals, or
direct or indirect obligations of the United
States or of any other government, state,
territory, governmental district, or
municipality or of any instrumentality
thereof;

To make contracts and guarantees and incur
liabilities, borrow money at such rates of
interest as the Corporation may determine, to
issue its notes, bonds and other obligations,
and secure any of its obligations by mortgage
or pledge all or any of its property,
franchises, and income;

To lend money for its corporate purposes, to
invest and reinvest its funds, and take and
hold real and personal property as security of
the payment of funds so loaned or invested;

To conduct its business, carry on its
operations, and have offices and exercise the
powers granted by this act within or without
this state;

To elect or appoint officers and agents of the
Corporation and define their duties and fix
their compensation;

To make and alter bylaws, not inconsistent
with its Articles of Incorporation or with the
laws of this State, for the administration;

H96000012254

H96000012254

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

ARTICLE IV

The aggregate number of shares which this Corporation shall have authority to issue is the total sum of (100) shares, having an individual par value of (\$1.00) unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this Corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this Corporation shall be:

RICHARD D. TOBIN
200 SOUTHEAST 18TH COURT
FORT LAUDERDALE, FLORIDA 33316

H96000012254

H96000012254

ARTICLE VI

The initial Board of Directors shall consist of a total of one person and the name and address of the person who is to serve as initial director is:

**PER OPUS
SOLLAKKRAVEIEN 19
N-2233
SANDEFJORD, NORWAY**

ARTICLE VII

The name and address of the Incorporator executing these Articles of Incorporation is:

**PER OPUS
SOLLAKKRAVEIEN 19
N-2233
SANDEFJORD, NORWAY**

ARTICLE VIII

The principal place of the business corporation is:

**200 SOUTHEAST 18TH COURT
FORT LAUDERDALE, FLORIDA 33316**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of August, 1996.



PER OPUS

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **PER OPUS**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

H96000012254

H96000012254

IN WITNESS WHEREOF, I have hereinto set my hand and official seal in the State and County aforesaid, this 20 day of August, 1996.



Carolyn Davidson
NOTARY PUBLIC,
State of Florida

My Commission Expires:

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

RICHARD D. TOBIN, ESQ.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that USBP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 200 Southeast 18th Court, Fort , has named **RICHARD D. TOBIN, ESQ.**, located at 200 Southeast 18th Court, Fort Lauderdale, Florida 33316, as their agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

[Signature]
B7: **RICHARD D. TOBIN**
Registered Agent

5

FILED
96 SEP -3 PM 5:23
H96000012254
SECRETARY OF STATE
TALLAHASSEE, FLORIDA