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ULMER, MURCHISON, ASHBY & TAYLOR

200 WEST FORBETH STREET, SUITE 1600

POST OFFICE BOX 479

JACKSONVILLE, FLORIDA 32201

(904) 384-9000

August 27, 1996

JOHN B. DUBB, IV  
KEED W. DUBB  
WILLIAM I. GULLIFORD, III  
CLARENCE H. HOUSTON, JR.  
WILLIAM L. JOEL  
EDWARD L. KELLY  
THERESA MARIE KENNEY  
EDWARD W. LANE, III  
JOHN W. MOORE  
DOUGLAS H. MURFORD  
WILLIAM E. SCHULZ  
CARL M. STEWART  
LORI E. TRENDS  
B. THOMAS WHITEFIELD

HERMAN ULMER (1985-1990)  
CHARLES H. MURCHISON (1989-1997)  
CLARENCE D. ASHBY (1990-1998)

W. BERRY LEE  
HERMAN ULMER, JR.  
JAMES S. TAYLOR  
OF COUNSEL

FAX (904) 384-9100

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-08/29/96--01093--005  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32399-0001

Re: Indo-Am (USA) Incorporated

Gentlemen:

Will you please file the attached Articles of Incorporation for the above referenced corporation. Our firm check for \$122.50 is enclosed. Please forward the certified copy to the undersigned.

Very truly yours,

*Carl M. Stewart*

Carl M. Stewart

CMS:mgr  
Enclosures

FILED  
96 AUG 29 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc SEP 4 1996

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
INDO-AM (USA) INCORPORATED

FILED  
95 AUG 29 4:11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

Article I - Name

The name of this corporation is INDO-AM (USA) INCORPORATED.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

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

Article IV - Capital Shares

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 of a par value of 10 cents per share.

Article V - Registered Office and Registered Agent

The street address of the initial registered office and principal office of this corporation is 1600 SunTrust Bank Building, 200 W. Adams Street, Jacksonville, FL 32202 and the name of the initial registered agent of this corporation at that address is Carl M. Stewart.

Article VI - Initial Board of Directors

The corporation shall have one director initially. Thereafter, the number of directors may be either increased or

decreased from time to time in the manner provided by the Bylaws.  
The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Lee Lippert	P. O. Box 8766 Jacksonville, FL 32239

#### Article VII - Incorporators

The name and address of the person signing these articles is Lee Lippert, P. O. Box 8766, Jacksonville, FL 32239.

#### Article VIII - Indemnification

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent permitted by law.

#### Article IX - Amendment

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

#### Article X - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of August, 1996.

Lee Lippert  
Lee Lippert  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27 day of JULY, 1996 by Lee Lippert, who is personally known to me.

Carl M. Stewart  
Notary Public, State of Florida  
My commission expires:



CARL M. STEWART  
MY COMMISSION # CC422217 EXPIRES  
January 22, 1999  
BONDED THIRD PARTY FIDELITY INSURANCE, INC.

ACKNOWLEDGMENT: 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 provisions of the Florida Statutes relative to keeping open said office.

Carl M. Stewart  
Carl M. Stewart  
Registered Agent

FILED  
AUG 29 AM 11:06  
CLERK OF STATE  
TALLAHASSEE, FLORIDA