

P96000080407

JERRY KAHN ESQUIRE
ATTORNEY AT LAW

Bx 41-4238
1141 71 Street
Miami Beach, FL 33141

Tel 305 861-3606
Fax 305 868-3623

Corporate Records
Florida Department of State
Box 6327
Tallahassee, Florida 32314

FILED
SEP 26 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation
HITIT SERAMIK USA INC.

Sir:

Enclosed you will find two executed articles of incorporation for the above corporation and my firm check in the amount of \$122.50.

Please incorporate and return executed articles with certificate from the Secretary of State.

I am respectfully,


Jerry Kahn Esquire

800001957878
-09/26/96--01056--002
***122.50 ***122.50

nc SEP 27 1996

**HITIT SERAMIK USA INC.
CORPORATE ARTICLES**

The undersigned, subscriber to these articles of incorporation, a natural person competent to contract, hereby presents these articles for the formation of a corporation under Florida law.

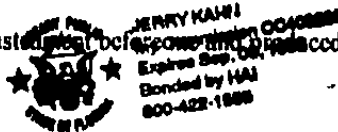
1. The name of the corporation shall be HITIT SERAMIK USA INC.
2. The corporation shall be organized to have a maximum of 100 shares of stock outstanding at any one time. The shares of the outstanding stock shall have a par value of \$1.00 per share.
3. The corporation may engage in any activity or business permitted in Florida.
4. The initial address of the principal office and registered office and the name of the registered agent shall be BURAK GUNDUZ located at 1840 SOUTH TREASURE DRIVE APT 16, N. BAY VILLAGE, FL 33141. The board of directors shall from time to time move the office of the registered agent to any address in Florida.
5. Initially the corporation shall have 1 director and their number shall be increased or diminished from time to time by the by-laws adopted by the shareholders.
6. The amount of capital which the corporation shall begin business is \$501.00.
7. The corporation shall exist perpetually.
8. The name and address of the first board of directors is BURAK GUNDUZ located at 1840 SOUTH TREASURE DRIVE APT 16, N. BAY VILLAGE, FL 33141.
9. The name and post office address of the subscriber to these articles of incorporation and the number of shares he has agreed to take is BURAK GUNDUZ located at 1840 SOUTH TREASURE DRIVE APT 16, N. BAY VILLAGE, FL 33141, 100 shares.
10. These articles of incorporation may be amended in any manner provided by law. Every amendment shall be approved by the board of directors, proposed to them by the shareholders and approved at a shareholders' meeting by a majority of shares entitled to vote thereon, unless the shareholders and directors sign a written statement manifesting their intention that a certain amendment to these articles be made.

SUBSCRIBER
STATE OF FLORIDA
COUNTY OF DADE


BURAK GUNDUZ

On BURAK GUNDUZ, acknowledged the foregoing instrument before me and produced a driver's license as identification and took an oath.


Notary Public State of Florida
My commission expires:



DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

First that HITIT SERAMIK USA INC., a corporation desiring to organize and qualify under the laws of Florida with its principal place of business in the city of N. BAY VILLAGE, Florida, has named, BURAK GUNDUZ located at 1840 SOUTH TREASURE DRIVE APT 16, N. BAY VILLAGE, FL 33141 as its agent to accept service of process in the state of Florida.


President **BURAK GUNDUZ**

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in the certificate, I hereby 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.


REGISTERED AGENT
BURAK GUNDUZ

FILED
SEP 26 PM 2:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

P96000080407

JERRY KAHN ESQUIRE
ATTORNEY AT LAW

Bx 41-4238
1141 71 Street
Miami Beach, FL 33141

Tel 305 861-3606
Fax 305 868-3623

Secretary of State
Division of Corporations
Box 6327
Tallahassee, Florida 32314

300002023843--9
-12/09/96--01064--011
*****35.00 *****35.00

December 2, 1996

Re: Articles of Amendment

Sirs:

Regarding the above, enclosed you will find two original Articles of Amendment for the above corporation and check in the amount of \$35.00.

Thank you for your consideration in this matter.

I am, respectfully,

Jerry Kahn Esquire
Bx 41-4238, Miami Beach, FL 33141
861-3606

FILED
97 JAN 22 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1996

Jerry Kahn, Esq.
Bx 41-4238
1141 71 St.
Miami Beach, FL 33141

SUBJECT: HITIT SERAMIK USA INC.
Ref. Number: P96000080407

We have received your document for HITIT SERAMIK USA INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00055940



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1997

Jerry Kahn, Esq.
Bx 41-4238
1141 71 St.
Miami Beach, FL 33141

SUBJECT: HITIT SERAMIK USA INC.
Ref. Number: P96000080407

We have received your document for HITIT SERAMIK USA INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 897A00000420



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1997

Jerry Kahn, Esq.
Bx 41-4238
1141 71 St.
Miami Beach, FL 33141

SUBJECT: HITIT SERAMIK USA INC.
Ref. Number: P96000080407

We have received your document for HITIT SERAMIK USA INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 697A00001585

ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION OF
HITT SERAMIK USA INC.

Pursuant to the provision of Section 607.181 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation

1. The name of the corporation is **HITT SERAMIK USA INC.**
2. The following amendments of the Articles of Incorporation were adopted by the shareholder(s) or board of directors (if no shares have been issued) of the corporation on January 8, 1997 in the manner prescribed by the Florida General Corporation Act.

THE NAME OF THE CORPORATION SHALL BE CHANGED TO **GUNDUZ INC**

3. The number of shares of the corporation outstanding at the time of the adoption was and the number of shares entitled to vote thereon was **100 SHARES**.
4. The number of shares voted in favor of such amendment was **100**, and the number of shares voted against such amendment was **-0-**.

Dated: January 8, 1997

By: BURAK GUNDUZ



JERRY KAHN
My Commission CC405295
Expires Sep. 08, 1998
Bonded by HAI
800-422-1555

By: BURAK GUNDUZ

Secretary

State of Florida
County of Dade ss:

Before me, the undersigned authority personally appeared, BURAK GUNDUZ, president and secretary of the above corporation, who is to me well known to be the person described in and who subscribed the above articles of amendment to the articles of incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Miami, Florida this January 8, 1997.

Notary Public Florida
My commission expires:



JERRY KAHN
My Commission CC405295
Expires Sep. 08, 1998
Bonded by HAI
800-422-1555

FILED
07 JAN 22 AM 9:17
TALLAHASSEE, FLORIDA