

P96000098378

SHAYLER HOLDINGS USA, INC.  
1802 N UNIVERSITY DR #100, FT LAUDERDALE, FL 33322

November 26, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500002017295--8  
-12/02/96--01051--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

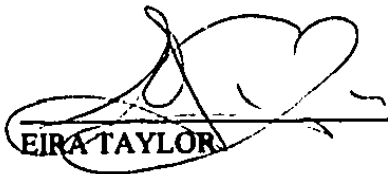
RE: INCORPORATION OF  
SHAYLER HOLDINGS USA, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of **SHAYLER HOLDINGS USA, INC.**

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Respectfully,

  
EIRA TAYLOR

FILED  
96 DEC -2 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-5-96  
KR

ARTICLES OF INCORPORATION  
OF  
SHAYLER HOLDINGS USA, INC.

FILED  
96 DEC -2 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **SHAYLER HOLDINGS USA, INC.** The principal address of the corporation is: 1802 N UNIVERSITY DR #100, FT LAUDERDALE, FL 33322.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **one hundred (100) of no par value.**

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1802 N UNIVERSITY DR #100, FT LAUDERDALE, FL 33322, and the name of its initial registered agent at such address is IAN GARDNER.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
IAN GARDNER

#### ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
EIRA TAYLOR	1802 N UNIVERSITY DR #100, FT LAUDERDALE, FL 33322
JOHN SHAYLER	1802 N UNIVERSITY DR #100, FT LAUDERDALE, FL 33322

#### ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

#### ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
EIRA TAYLOR	1802 N UNIVERSITY DR #100, FT LAUDERDALE, FL 33322

  
EIRA TAYLOR, Incorporator

#### ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SHAYLER HOLDINGS USA, INC.  
3891 Coral Tree Circle, Coconut Creek, Florida 33073.

March 12, 1997

Florida Department of State,  
Division of Corporations,  
PO Box 6327,  
Tallahassee, FL 32314.

8000002113468--1  
-03/14/97--01035--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Articles of Amendment for Shayler Holdings USA, Inc.

Dear Secretary of State,

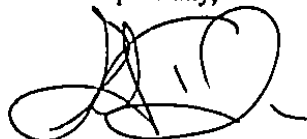
Enclosed please find one original and a copy of the Articles of Amendment to the Articles of Incorporation of Shayler Holdings USA, Inc.

Please amend the Articles of Incorporation as indicated, and forward one stamped copy of the Articles of Amendment to us at your earliest convenience.

Also please find enclosed a check made payable to the Secretary of State in the amount of \$35.00 which includes the statutory filing fee for amending the Articles.

Your assistance in this matter is appreciated. Please do not hesitate to contact me if there are any questions.

Respectfully,



EIRA J. TAYLOR

FILED  
97 MAR 14 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM 006 3/17

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
SHAYLER HOLDINGS USA, INC.**

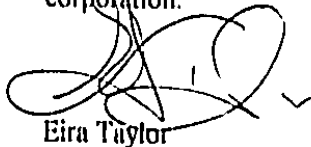
Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(S) adopted:

**ARTICLE VI**

The street address of the registered office is 3891 Coral Tree Circle, Coconut Creek, Florida 33073, and the name of the registered agent at such address is Eira Taylor.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Eira Taylor

**ARTICLE VII**

The addresses of the Directors are as follows:

Name	Mailing Address
John Shayler	3891 Coral Tree Circle, Coconut Creek, Florida 33073.
Eira Taylor	3891 Coral Tree Circle, Coconut Creek, Florida 33073.

**FILED**  
97 MAR 14 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not applicable.

**THIRD:** The date of each amendment's adoption: March 12, 1997

**FOURTH:** Adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 12<sup>th</sup> day of March, 1997

Signature:   
Eira Taylor

Title: Director