



THE UNITED STATES
CORPORATION
COMPANY

P 97000013502

ACCOUNT NO. : 072100000032

REFERENCE : 250800 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. J. J.

ORDER DATE : February 6, 1997

ORDER TIME : 10:37 AM

600002080436--9

ORDER NO. : 250800-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: STRACHAN, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

W97-3081
LR 2-6

FILED
97 FEB -6 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB -6 AM 11:37
DIVISION OF CORPORATION

2/06/97

CORPORATE DETAIL RECORD SCREEN

1:16 PM

NUM: P97000010219 ST:FL ACTIVE/FL PROFIT FLD: 01/31/1997

NAME : THE STRACHAN CORPORATION

PRINCIPAL: 17418 SW 94 AVE.

ADDRESS MIAMI, FL 33157

RA NAME : JOHNSON, STEHANYE

RA ADDR : 13724 N. KENDALL DR. #130

MIAMI, FL 33186 US

ANN REP : * NONE FILED *

1. MENU, 3. OFFICERS, 7. LIST, 8. NEXT, 9. PREV

ENTER SELECTION AND CR:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: STRACHAN, INC.
Ref. Number: W97000003081

We have received your document for STRACHAN, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 797A00006470

**ARTICLES OF INCORPORATION
OF**

STRACHAN INVESTMENTS, INC.

FILED
97 FEB - 6 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is 'STRACHAN INVESTMENTS, INC.,
(hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, \$.01 par value per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is c/o Bain y Cia, Oficentro Ejecutivo La Sabana, 4 Edificio #2 Piso, San Jose, Costa Rica.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name and address of the initial director of the Corporation is Harry Strachan, c/o Bain y Cia, Oficentro Ejecutivo La Sabana, 4 Edificio #2 Pizo, San Jose, Costa Rica.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Shepard King, 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.


ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 4 day of February, 1997.


SHEPARD KING
Incorporator

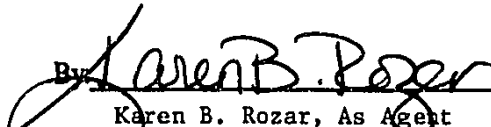
**CONSENT OF REGISTERED AGENT
OF**

STRACHAN INVESTMENTS, INC.

FILED
97 FEB -6 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of ~~STRACHAN INVESTMENTS, INC.~~ a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY
Registered Agent

By 
Karen B. Rozar, As Agent