

Hest Law Offices

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BRUCE H. HEST, P.A.
BRUCE H. HEST, JD, LLM (TAX)
MEMBER, FL, MASS, NY and DC BARS

PALM BEACH COUNTY 561 / 451 0777
NORTH BROWARD COUNTY

BARBARA GREENBLATT - Of Counsel

Corporate Centre
7777 Glades Road • Suite 207 • Boca Raton, Florida 33434
Stuart • Orlando • New York • Boston
Reply to Boca Raton

March 21, 1997

New Filings
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL. 32399
904-488-9000

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-03/24/97--01122--006
****122.50 ****122.50

VIA AIRBORNE OVERNIGHT AIRBILL # 598-964-9234

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for ACHIEVE
MOBILITY STORES USA, INC.

Also enclosed is a check for \$122.50 which represents the basic
filing fee of \$70, and \$52.50 for a certified copy. Finally, a
self-addressed stamped envelope is enclosed for the return of the
certified copy.

Please call us at 561-451-0777 if you have any questions, and
please leave a message with direct dial instructions if I am
unavailable when you call.

Thank you for your courtesy and cooperation.

Very truly yours,
BRUCE H. HEST, PA

Bruce H. Hest, Esq.

FILED
97 MAR 24 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACHIEVE MOBILITY STORES USA, INC.

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ARTICLE - NAME

The name of this corporation is ACHIEVE MOBILITY STORES USA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting or engaging in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her 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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and city of the initial registered office of the corporation is c/o Bruce H. Hest, PA, 7777 Glades Road Suite 207, Boca Raton, Florida 33434 and the name of the registered agent at such address is Bruce H. Hest, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. However, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

Mitchell Leisten 18275 Fresh Lake Way
Boca Raton, FL. 33498

Debra Leisten 18275 Fresh Lake Way
Boca Raton, FL. 33498

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is Mitchell Leisten, 18275 Fresh Lake Way, Boca Raton, FL. 33498.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Dated this 21st day of March, 1997.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, has signed these Articles of Incorporation.


MITCHELL LEISTEN

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared MITCHELL LEISTEN, who produced a Florida Driver's license #L235-018-58-166-0 as identification, and who executed the foregoing articles of incorporation and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of March, 1997.


Notary Public **BRUCE H. HEST**

My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the following is submitted:

ACHIEVE MOBILITY STORES USA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 18275 Fresh Lake Way, Boca Raton, FL. 33498, has named Bruce H. Hest, Esq., BRUCE H. HEST, PA., located at Suite 207, 7777 Glades Road, Boca Raton, Florida 33434, as its agent to accept service of process within Florida.

Dated March 21st 1997.


MITCHELL LEISTEN

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this 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, and I accept the duties and obligations of section 607.325, Florida Statutes.

BRUCE H. HEST, PA

By: 
Bruce H. Hest, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA