

P970000043686

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED

97 MAY 16 PM 2: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.D.S. Overseas,
Inc

000002181020--5

-05/16/97--01017--024
*****70.00 *****70.00

- ✓ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

RECEIVED

97 MAY 16 AM 10:22

DEPT. OF REVENUE
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

K.M. MAY 16 1997

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION OF

T.D.S. OVERSEAS, INC.

The undersigned, acknowledges and files in the office of the state of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the state of Florida, these articles of incorporation as by law provided.

FILED
97 MAY 16 PM 2:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be: **T.D.S. OVERSEAS, INC.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this Corporation shall be:

**100 N BISCAYNE BLVD. - SUITE #2600
MIAMI, FLORIDA 33132**

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this corporation shall be:

To transact any and all lawful business for which corporations may be incorporated under the Laws of the State of Florida.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal agent or broker, conferred by the laws of Florida upon corporation formed under the laws of the States, and which now or hereafter may be authorized by law.

ARTICLE IV

SHARES

The authorized capital stock of this Corporation shall consist of one thousand (1000) shares of common stock with no (\$0) par value. Any consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The number of directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

FIRST BOARD OF DIRECTORS

The number of Directors consisting of the Board of Directors of the Corporation is (1) as follows

- a) **THOMAS DELBECK
C/O DAVID J. HART
100 N BISCAYNE BLVD. – SUITE #2600
MIAMI, FLORIDA 33132**
- b) **DIRK SAECKER
C/O DAVID J. HART
100 N BISCAYNE BLVD. – SUITE #2600
MIAMI, FLORIDA 33132**

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent for the corporation is:

**DAVID J. HART
100 N BISCAYNE BLVD. – SUITE #2600
MIAMI, FLORIDA 33132**

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator of the Corporation is:

**DAVID J. HART
100 N BISCAYNE BLVD. – SUITE #2600
MIAMI, FLORIDA 33132**

ARTICLE IX

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X

GENERAL PROVISIONS

- The private property of any shareholder shall not be subject to the payments of any
- (a) corporate debts to any extent whatsoever;

- (b) A director of the corporation may transact business, borrow, lend, finance or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;

- (c) The Corporation shall indemnify each director and officer of the Corporation against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this

15TH

DAY OF

MAY

1997

BY:


DAVID J. HART

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DAY OF MAY 1997

BY:

DAVID J. HART

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