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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AMAREX USA, INC.

AUDIT NUMBER.....H97000008175

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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97 MAY 19 3 2:08  
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TALLAHASSEE, FLORIDA  
Incorporation  
following

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**FIRST:** The name of the corporation is:  
AMAREX USA, INC.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized are:  
to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is:  
One thousand shares (1,000) at \$1.00 par value.

**FIFTH:** The street address of the initial registered office of the corporation is:

2631 East Oakland Park Boulevard  
Suites 101 - 102  
Fort Lauderdale, Florida 33306-1607

Agent at such address is:  
IVO GENETTA

The initial street address of the principle office of the corporation shall be:

2631 East Oakland Park Boulevard  
Suites 101 - 102  
Fort Lauderdale, Florida 33306-1607

Harry D. Polatsek Fort  
2455 e. Sunrise Blvd., Suite 1216  
Fort Lauderdale, FL 33304

Phone: (954) 566-0377

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EMPIRE CORPORATE KIT

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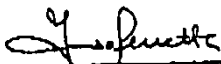
SIXTH: The number of Directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

IVO GENETTA  
2631 E Oakland Pk Blvd, Ste 101-102  
Fort Lauderdale, Florida 33306-1607

The name and address of each incorporator is:

IVO GENETTA  
2631 E Oakland Pk Blvd, Ste 101-102  
Fort Lauderdale, Florida 33306-1607

Dated:


  
Ivo Genetta

State of Florida :

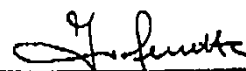
County of Broward: ss.:

The foregoing instrument was acknowledged before me this 16th day of May, 1997 by IVO GENETTA OF AMAREX USA, INC. who is personally known to me and who did not take an oath.



  
NOTARY PUBLIC

IVO GENETTA, having been designated to act as Registered Agent, hereby agrees to act in this capacity.

  
IVO GENETTA

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.24 Florida Statutes, the following  
is submitted, in compliance with said Act:

AMAREX USA, INC. desiring to organize under the laws of the  
State of Florida with its principle office, as indicated in the  
articles of incorporation, at City of Fort Lauderdale, County of  
Broward, State of Florida has named IVO GENETTA at 2631 East  
Oakland Park Boulevard, Suite 101-102, Fort Lauderdale, Florida  
33306-1607 as its agent to accept service of process with this  
state.

## ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By: 

Registered Agent

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