

P97000044473

Transmittal Letter

Department of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32399

900002181489--3  
-05/16/97--01077--001  
\*\*\*\*122.50 \*\*\*\*122.50

Subject: SwissPro USA, Inc.

Please find enclosed:

1. An original and one copy of the Articles of Incorporation for the above corporation.
2. A money order in the amount of \$<sup>122.50</sup> for filling fees and one certified copy.
3. A certified copy is requested, the additional fee in the amount of \$<sup>122.50</sup> is enclosed in the amount above.

Thank you very much.

Please send responses and receipts concerning this filing to :

Attn.: Marc A. Russo

757 SE 17th Street, # 360  
Fort Lauderdale, FL 33316

Phone: (305) 983-1293

FILED  
97 MAY 16 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 5/20/97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
of  
**SwissPro USA, Inc.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

**Article 1.**

The name of the Corporation shall be: **SwissPro USA, Inc.**

**Article 2.**

The principal place of business and mailing address of this corporation shall be:  
**757 S.E. 17th Street, #360**  
**Fort Lauderdale, Florida 33316**

**Article 3.**

The corporation is authorized to issue one class of stock, the being  
**10 000 shares at no par value, common stock, with identical rights and privileges,**  
**the transfer of which is restricted according to the bylaws of the corporation.**

**Article 4.**

The name and address of the corporation's initial registered agent is:  
**Marc T. Russo 757 S.E. 17 Street, # 360, Fort Lauderdale, FL 33316**

**Article 5.**

The name and street address of the incorporator of this corporation is:  
**Marc T. Russo 757 S.E. 17 Street, # 360, Fort Lauderdale, FL 33316**

**Article 6.**

**No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.**

**In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.**

**Date: 14/5/97**

**Name of the Incorporator: Marc T. Russo**

**Signature of the Incorporator:**



# **CERTIFICATE OF DESIGNATION**

of

## **Registered Agent / Registered Office**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

**1. The name of the corporation is:**

SwissPro USA, Inc.

**2. The name and address of the registered agent and office is:**

Marc T. Russo

757 S.E. 17th Street, # 360  
Fort Lauderdale, FL 33316

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of registered agent:



Date of signature: 14/5/97

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STATE OF FLORIDA  
TALLAHASSEE