

Charter Number One

**PROOF 4369**

**KRESS Florida Law Firm**

Requestor's Name

6401 SW 87 AVE. #114

Address

MIAMI FL 33173

City

State

ZIP

Phone

279-1600K

ATION ONLY

CORPORATION(S) NAME

**Campbell Marketing**  
**(U.S.A.), Inc.**

000002278290--  
08/27/97--01005--0227  
\*\*\*\*\*78.75 \*\*\*\*\*78.



**Empire Toll Free: 1-800-432-3028**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input checked="" type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
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RECEIVED  
97 AUG 27 AM 10:16  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
CAMPBELL MARKETING GROUP [U.S.A.], INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation shall be CAMPBELL MARKETING GROUP [U.S.A.], INC.

ARTICLE II-NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted are:

A. To engage in or transact any lawful business for which corporations may be incorporated under Florida General Corporation Act. No other purpose limits the general purpose in any way.

B. To do such other things incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE III-AUTHORIZED SHARES

The maximum number of shares that this corporation is authorized to issue is five hundred (500) shares of common stock having \$1.00 par value per share.

ARTICLE IV-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V-PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of this corporation shall be 1001 BRICKELL BAY DRIVE, SUITE 2004, MIAMI, FLORIDA 33133 with the privilege of having branches and offices in other places within or without the State of Florida.

#### ARTICLE VI-REGISTERED AGENT

The street address of the initial registered office of this corporation is 6401 S.W. 87TH AVENUE, SUITE 114, MIAMI, FLORIDA 33173 and the name of the initial registered agent of this corporation at that address is STEPHEN A. KRESS.

#### ARTICLE VII-NUMBER OF DIRECTORS

The number of Directors of this corporation shall not be less than one (1), nor more than five (5), the number to be fixed by the By-Laws.

#### ARTICLE VIII-INITIAL DIRECTORS

The number of Directors constituting the first Board of Directors shall be two (2) and the names and street addresses of the members of the First Board of Directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified shall be:

**GARY CAMPBELL**  
41 Granby St. Loughborough  
Leicestershire, LE11 3DU  
United Kingdom

**MARK MORTIMER**  
41 Granby St. Loughborough  
Leicestershire, LE11 3DU  
United Kingdom

ARTICLE IX-LOST OR DESTROYED CERTIFICATES

Stock certificates of this corporation to replace lost or destroyed certificates shall be issued only in accordance with the By-Laws of this corporation.

ARTICLE X-MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI-TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE XII-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of August, 1997.



Incorporator

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

In pursuance of Section 48.091, Florida Statutes, and Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

First: That CAMPBELL MARKETING GROUP [U.S.A.], INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1001 Brickell Bay Drive, Suite 2004, Miami, Florida 33133 has named Stephen A. Kress, located at 6401 S.W. 87th Avenue, Suite 114, Miami, Florida 33173, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the 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.

DATED: August 22, 1997

  
STEPHEN A. KRESS

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CLERK OF DISTRICT COURT  
HABERSHAM COUNTY, FLORIDA