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Charter Number Only

9/3/97 Ana.

Edward Abramson

Requestor's Name  
7270 NW 12 St. #580

Address  
Miami FL 33126  
City State ZIP Phone

594-4999 B

CORPORATION(S) NAME

Octagon USA, Inc.

VALIDATION ONLY

FILED  
97 SEP -5 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
OCTAGON USA, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be **OCTAGON USA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:  
13912 S.W. 91 Terrace, Miami, Florida, 33186.

**ARTICLE III - PURPOSES**

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value

of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00.

#### **ARTICLE V - TERM**

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

#### **ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for this corporation shall be Edward J. Abramson, Esq., and the Registered Office is located at 7270 N.W. 12th Street, Suite 580, Miami, Florida 33126, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law. The aforementioned location does not constitute the principal office.

#### **ARTICLE VII - DIRECTORS**

This corporation shall have not less than one nor more than three directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

**NAME: Angel R. Montefusco**

**TITLE: President/Secretary**

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Edward J. Abramson, Esq. at the Airport Executive Tower II, 7270 N.W. 12th Street, Suite 580, Miami, Florida 33126.

**ARTICLE IX - INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders. No shareholder shall have the right of inspecting accounts, books or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

**ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability. This includes counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or

having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.


**ARTICLE XI - TELEPHONE MEETING AUTHORIZED**

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

**ARTICLE XII - AMENDMENT**

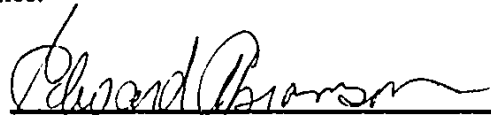
These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 2<sup>nd</sup> day of September, 1997.

  
/ Edward J. Abramson, Esq.  
Incorporator

**CERTIFICATE OF ACCEPTING DESIGNATION AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of OCTAGON USA, INC. and agree to serve as its agent to accept service of process within this State at its Registered Office.

  
\_\_\_\_\_  
Edward J. Abramson, Esq.

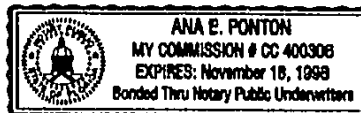
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared Edward J. Abramson to me known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed and executed same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 2<sup>nd</sup> day of September, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



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TALLAHASSEE, FLORIDA