

LEIGH M. FISHER, P.A.

ATTORNEYS AT LAW

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Reply to:  
P.O. Box Drawer 1465  
Cape Coral, FL 33910

1505 S.E. 40 Street  
Cape Coral, FL 33904  
(4000 Del Prado Building)

September 9, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

100002291431--0  
-09/12/97--01026--005  
\*\*\*\$122.50 \*\*\*\$122.50

RE: Synergetic Technologies U.S.A. of Lee County, Inc.  
Our File No.:97F-063

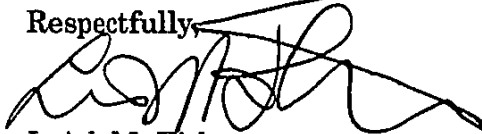
Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation and Certificate of Registered Agent for the above referenced corporation, together with my check in the amount of \$122.50 in payment of the following:

1.	Filing Fees	\$ 35.00
2.	Certified Copy	\$ 52.50
3.	Designation of Registered Agent	\$ 35.00
	TOTAL	\$122.50

Your prompt attention to this matter is appreciated.

Respectfully,



Leigh M. Fisher

LMF:ph

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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9/11/97

**ARTICLES OF INCORPORATION  
OF  
SYNERGETIC TECHNOLOGIES U.S.A  
OF LEE COUNTY, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is SYNERGETIC TECHNOLOGIES U.S.A  
OF LEE COUNTY, INC.

**ARTICLE II**

The duration of the corporation is perpetual.

**ARTICLE III**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

The amount of the Capital Stock of this corporation shall be FIVE HUNDRED (500) SHARES at ONE DOLLAR (\$1.00) par value, which said stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the Capital Stock shall be common stock.

#### **ARTICLE V**

The corporation shall commence business upon filing with the office of the Secretary of State.

#### **ARTICLE VI**

The principal place for the transaction of its business and the mailing address of the corporation shall be 1137 SE 32<sup>ND</sup> Terrace, Cape Coral, Florida, 33904. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution designate.

#### **ARTICLE VII**

The corporation shall have a board of no less than one (1) director and the board may be increased to not more than four (4) directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

#### **ARTICLE VIII**

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary, and a Treasurer and such other officers, agents and directors who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

PRESIDENT: GUNNAR POSCHMANN of 2267 Vista Oak Road, Oakville,  
Ontario, L6M 3L8

VICE PRESIDENT: CHERRY M. POSCHMANN of 2267 Vista Oak Road,  
Oakville, Ontario, L6M 3L8.

SECRETARY: CHERRY M. POSCHMANN of 2267 Vista Oak Road,  
Oakville, Ontario, L6M 3L8.

TREASURER: GUNNAR POSCHMANN of 2267 Vista Oak Road, Oakville,  
Ontario, L6M 3L8.

#### ARTICLE IX

The name and address of the subscribers of these Articles of Incorporation  
with the amount of stock subscribed for and agreed to be taken is as follows:

GUNNAR POSCHMANN	200 SHARES
2267 Vista Oak Road	
Oakville, Ontario, L6M 3L8,	

CHERRY M. POSCHMANN	200 SHARES
2267 Vista Oak Road	
Oakville, Ontario, L6M 3L8	

#### ARTICLE X

The Directors and officers shall be elected by shareholders at their annual  
meeting which will be held at the principal office of the corporation, or at such other  
place as may be provided by the By-Laws, or may otherwise be agreed upon.

#### ARTICLE XI

The street address of the initial registered office of this corporation is 1505  
S.E. 40th Street, Suite B, Cape Coral, Florida, 33904, and the name of the initial  
registered agent of this corporation is Leigh M. Fisher.

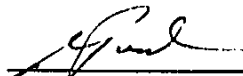

## ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Ontario, Canada this 28 day of AUGUST, 1997.

  
\_\_\_\_\_  
GUNNAR POSCHMANN  
  
\_\_\_\_\_  
CHERRY M. POSCHMANN

COUNTRY OF CANADA )  
Province of Ontario ) SS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of August, 1997, by GUNNAR POSCHMANN and CHERRY M. POSCHMANN, who are personally known to me or has produced Photo Ontario drivers licenses as identification and did/did not take an oath.

My commission expires: \_\_\_\_\_

ARDi Filippo  
Notary Public

Anna Rita Di Filippo  
Type or Print Name of Notary

#### ACCEPTANCE OF APPOINTMENT

I HEREBY accept appointment as agent of SYNERGETIC TECHNOLOGIES U.S.A, of LEE COUNTY, INC., a Florida Corporation, upon whom process, tax notice or demands may be served.

DATED this 8<sup>th</sup> day of Sept 1997.

Leigh M. Fisher  
Leigh M. Fisher