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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 563760 7108498

AUTHORIZATION : *Patricia Pizzit*

COST LIMIT : \$ 70.00

FILED  
97 OCT 14 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 14, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 563760-005

CUSTOMER NO: 7108498

000002319950--8

CUSTOMER: Richard J. Alan Cahan, Esq  
RICHARD J. ALAN CAHAN, P.A.

C/o Becker & Poliakoff, P.a.  
5201 Blueelagoon Dr., Suite 100  
Miami, FL 33126

DOMESTIC FILING

NAME: DARBY INTERNATIONAL SALES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 OCT 14 AM 10:46  
DIVISION OF CORPORATION

SN OCT 14 1997

**ARTICLES OF INCORPORATION**

**- OF -**

**DARBY INTERNATIONAL SALES, INC.**

**FILED**  
97 OCT 14 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME AND OFFICE BUSINESS ADDRESS**

The name of this corporation is **DARBY INTERNATIONAL SALES, INC.** The principal business and mailing address for the Corporation is c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED AGENT**

The name of the initial registered agent of this corporation is **RICHARD J. ALAN CAHAN**, whose address is: c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<b>RICHARD J. ALAN CAHAN</b>	<b>c/o Becker &amp; Poliakoff, P.A. 5201 Blue Lagoon Drive, Suite 100 Miami, FL 3314026</b>

#### **ARTICLE VII - INCORPORATOR**

*The name and address of the person signing these Articles is:*

<u>NAME</u>	<u>ADDRESS</u>
<b>RICHARD J. ALAN CAHAN</b>	<b>c/o Becker &amp; Poliakoff, P.A. 5201 Blue Lagoon Drive Suite 100 Miami, Florida 33126</b>


#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE IX - AMENDMENT**

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

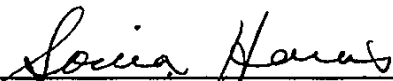
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation, this 12<sup>th</sup> day of October, 1997.

  
RICHARD J. ALAN CAHAN

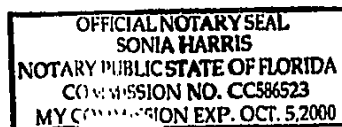
STATE OF FLORIDA                     )  
  :SS.:  
COUNTY OF DADE                     )

BEFORE ME, the undersigned authority, personally appeared RICHARD J. ALAN CAHAN, to me known to be the individual described in and who executed the foregoing Articles of Incorporation as subscriber thereto, who is personally known to me, and who did/did not take an oath.

WITNESS my hand and official seal this 12<sup>th</sup> day of October, 1997.

  
SONIA HARRIS, NOTARY PUBLIC,  
State of Florida at Large

My Commission Expires:



**DESIGNATION OF REGISTERED AGENT**

Certificate Designating Place of Business for the Service of Process  
Within this State, Naming Agent Upon Whom Process May Be Served.

\*\*\*\*\*

(Attached to the Articles of Incorporation of

**DARBY INTERNATIONAL SALES, INC.**

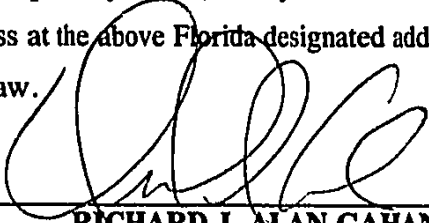
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

**THAT, DARBY INTERNATIONAL SALES, INC.,** desiring to organize as a corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **RICHARD J. ALAN CAHAN** as its Registered Agent to accept service of process within this State.

**ACCEPTANCE**

**THAT, I** agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
**RICHARD J. ALAN CAHAN**  
Registered Agent

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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA