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Steel Hector + Davis

Requestor's Name

Address

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Phone #

Office Use Only

FILED  
27 NOV 18 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Unibrands (USA), Inc.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

3:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300002350493--6  
-11/18/97--01053--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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-11/18/97--01053--012  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
97 NOV 18 AM 10:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNIBRANDS (USA), INC.**

FILED  
971201 18 PM 3:14  
CLERK OF THE STATE  
TREASURY DEPARTMENT  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is Unibrands (USA), Inc., (hereinafter called the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

#### **ARTICLE IV - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 2676 S.W. 137 Avenue, Miami, Florida 33175 and the name of the initial registered agent of the Corporation at that address is Eduardo Frejomil.

#### **ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 2676 S.W. 137 Avenue, Miami, Florida 33175.

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

The Corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and address of the initial directors of the Corporation are:

Anthony H. Key, 289 Wulff Road East, Nassau, Bahamas;

Eduardo Frejomil, 2676 S.W. 137 Avenue, Miami, Florida 33175;

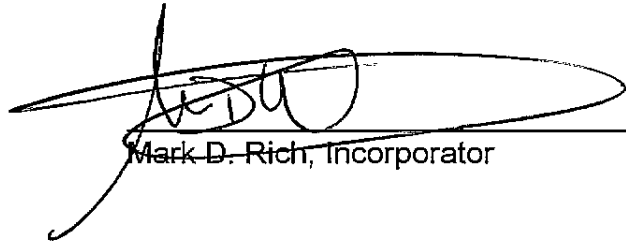
Rudolph W. Key, 289 Wulff Road East, Nassau, Bahamas; and

Virpi Hartikainen-Key, 289 Wulff Road East, Nassau, Bahamas.

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

The name and address of the person signing these Articles of Incorporation is Mark D. Rich, 200 S. Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 12th day of November, 1997.



Mark D. Rich, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

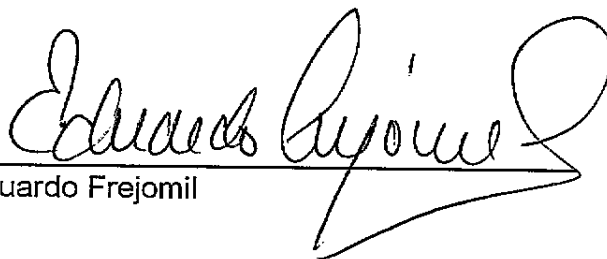
**W I T N E S S E T H:**

That Unibrands (USA), Inc., desiring to organize under the laws of the State of Florida, has named Eduardo Frejomil, located at 2676 S.W. 137 Avenue, Miami, Florida 32301, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 13<sup>th</sup> day of November, 1997.

  
Eduardo Frejomil