

P97000:103 131

Requestor's Name



Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 300002367073--7  
12/09/97 01002--017  
\*\*\*\*122.50 \*\*\*\*122.50
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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☐ Walk in

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| 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                                 |

| 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               |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

12/8  
be



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 24, 1997

EDWARD KILEY  
2572 SPREADING OAKS LN  
JACKSONVILLE, FL 32223

SUBJECT: N.T.Z. NORTH AMERICA INC.  
Ref. Number: W97000026470

We have received your document for N.T.Z. NORTH AMERICA INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The fees for profit and nonprofit, domestic or foreign are as follows:

|                  |          |
|------------------|----------|
| Filings Fees:    | \$35.00  |
| Registered Agent |          |
| Designation      | \$35     |
| Certified Copy   | \$52.50  |
| Total Fee Due    | \$122.50 |

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6922.

Bobbie Cox  
Senior Corporate Section Administrator

Letter Number: 097A00056178

**ARTICLES OF INCORPORATION**

**OF**

**N.T.Z. NORTH AMERICA INC.**

**ARTICLE I - NAME**

The name of this corporation is N.T.Z. North America Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred Thousand Shares (100,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

This corporation is authorized to issue One Hundred Thousand Shares (100,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE VI - CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

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## **ARTICLE VII - GREATER VOTING REQUIREMENT FOR SHAREHOLDER WITH RESPECT TO MATTERS**

The affirmative vote of two thirds of the shares of this corporation entitled to vote shall be required for the authorization of a merger, consolidation, sale of substantial assets, and amendments.

## **ARTICLE VIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

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

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than ten. The name and address of the initial Board of Directors of the corporation are:

Edward A. Kryzanekas  
71 Florida Park Drive  
Palm Coast, FL 32137

Edward M. Kiely  
2572 Spreading Oak Lane  
Jacksonville, FL 32223

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

## **ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested by the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

## **ARTICLE XI - INCORPORATOR**

The name and address of the Incorporator signing these articles is Edward M. Kiley, 2572 Spreading Oak Lane, Jacksonville, Florida, 32223.

## ARTICLE XII - INDEMNIFICATION

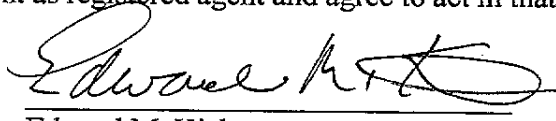
The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

## ARTICLE XIII - AMENDMENT


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The street address and the mailing address of the initial registered office of this corporation is 2572 Spreading Oak Lane, Jacksonville, Fl 32223 and the name of the initial registered agent of this corporation at that address is Edward M. Kiely. Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in that capacity.

  
Edward M. Kiely

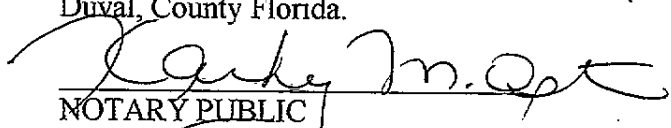
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 12 day of November, 1997.

  
(NAME)

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Edward M. Kiely unto me and known by me to be the person who executed the foregoing articles of Incorporation and who accepted the appointment as registered agent, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 12 day of November 1997 at Jacksonville, Duval, County Florida.

  
NOTARY PUBLIC  
State of Florida At Large  
My Commission Expires:

KATHY M. OSTERER  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires June 1, 1998  
Commission No. CG 377456  
Bonded thru Patterson - Becht Agency

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TALLAHASSEE, FLORIDA

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

Sandra Karlosky

(NAME)

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Edward A. Kryzanekas unto me and known by me to be the person who executed the foregoing articles of Incorporation and who accepted the appointment as registered agent, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 12 day of November 1997 at Jacksonville  
Duval, County Florida.

Kathy M. Osterer

NOTARY PUBLIC  
State of Florida At Large  
My Commission Expires:

KATHY M. OSTERER  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires June 1, 1998  
Commission No. 00377456  
Bonded thru Patterson - Becht Agency

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