

**PAULICH, SLACK & WOLFF, P.A.**

*Attorneys at Law*

P98000011394

January 22, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: IFEM (USA), Inc.

400002419284--7  
-02/03/98--01017--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

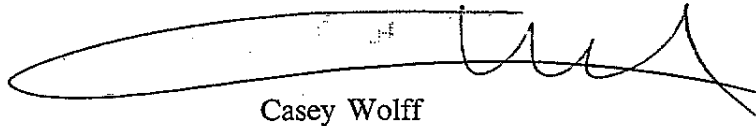
Please file the enclosed documents on behalf of IFEM (USA), Inc.

1. Articles of Incorporation of IFEM (USA), Inc.
2. Check in the amount of \$70.00 payable to the Division of Corporations representing the proper filing fee.

Please date stamp the enclosed copy and return it to this office. Thank you.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.



Casey Wolff

CW/jfg  
enclosures

FILED  
98 FEB -3 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/4/98 - YSM

**CASEY WOLFF**

Admitted in Florida and Pennsylvania

801 Anchor Rode Drive, Suite 203 • Naples, Florida 34103  
941-261-0544 • Fax 941-261-3849

# ARTICLES OF INCORPORATION

OF

IFEM (USA), INC.

The undersigned subscriber 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:

IFEM (USA), Inc.

The principal mailing address of this corporation shall be:

c/o Paulich, Slack & Wolff, P.A.  
801 Anchor Rode Drive, Suite 203  
Naples, Florida 34103

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

## ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock at \$.10 par value.

## ARTICLE IV REGISTERED AGENT

Initial registered office of the corporation shall be:

c/o Paulich, Slack & Wolff, P.A.  
801 Anchor Rode Drive, Suite 203  
Naples, Florida 34103

and the name of the initial registered agent shall be:

Casey Wolff, Esq.

**ARTICLE V**  
**EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VII**  
**SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VIII**  
**ELECTION OF SUBCHAPTER S**

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

**ARTICLE IX**  
**OFFICERS AND DIRECTORS**

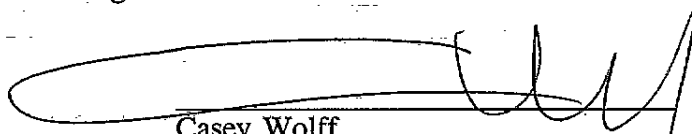
The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

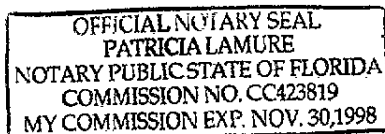
Casey Wolff, Esq.  
Paulich, Slack & Wolff, P.A.  
801 Anchor Rode Drive, Suite 203  
Naples, Florida 34103

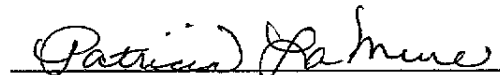
23 IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this day of January, 1998.

  
Casey Wolff,  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

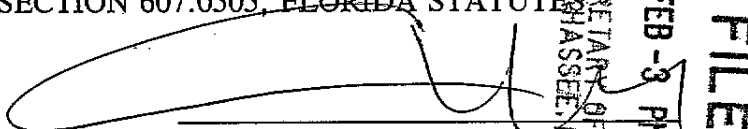
The foregoing instrument was acknowledged before me this 23 day of January, 1998, by Casey Wolff (X) who is personally known to me or (    ) who has produced                                      as identification.



  
Signature, Notary Public

PATRICIA LAMURE  
Print Name, Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
Casey Wolff

FILED  
98 FEB -3 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA