

TRANSMITTAL LETTER

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 AM 10:12

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

SUBJECT: DANITO, USA, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75
Filing Fee
& Certificate

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-03/19/98--01034--007
*****78.75 *****78.75

FROM: Thomas R. McKeon
11122 137 Street N.
Largo, FL 33774-4135
(813) 596-9335

RP
03-20-98

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

DANITO USA, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11122 137th Street N.
Largo, Florida 33774-4135

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

25,000 shares each without par value, such shares are non-assessable.

ARTICLES IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Thomas R. McKeon
11122 137th Street North
Largo, Florida 33774-4135

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**ARTICLE V
INCORPORATOR**

The name and address of the incorporator is:

Danito APS
Tjørnegade 2, 2. Th
2200 København N
Denmark

**ARTICLE VI
INDEMNITY**

The corporation shall indemnify its Directors and Officers as follows:

A. Every Director or Officer of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director, Officer, or Agent of the Corporation or is or was serving at the request of the corporation as a Director, Officer, or Agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, or Agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, or Agent is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; Provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation.

B. The corporation shall indemnify any person who is or was a Director, Officer, or Agent of the Corporation or is or was serving at the request of the corporation as Director, Officer, or Agent of the Corporation, against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

C. The Board of Directors may, in it's discretion, direct the purchase of liability insurance by way of implementing the provisions of this article.

**ARTICLE VII
PURPOSES**

This corporation is authorized to carry on any lawful business or enterprise.

**ARTICLE VIII
DIRECTORS**

The members of the governing board of this corporation shall be styled directors. The names and addresses of the members of the first Board of Directors are:

Erich Hansen
Ravnstrupvej 8
4863 Eskilstrup
Denmark

&

Thomas R. McKeon
11122 137th Street North
Largo, Florida 33774-4135

**ARTICLE IX
ELIMINATING PERSONAL LIABILITY**

Officers and Directors shall have no personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as an officer or director. This provision does not eliminate or limit the liability of an officer or director for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or the payment of dividends in violation of the Florida Business Corporation Act, Chapter 607 F.S. 1994.

**ARTICLE X
PERIOD OF EXISTENCE**

The period of existence of this corporation shall be perpetual.

**ARTICLE XI
AMENDMENTS OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation may be from time to time by a majority vote of all shareholders voting by written ballot in person or by proxy held at any general or special meeting of the shareholders upon lawful notice.

**ARTICLE XII
VOTING SHARES**

In any election participated in by the shareholder shall have one vote for each share of stock he owns, either in person or by proxy as provided by law. Cumulative voting shall not prevail in any election by the shareholders of this corporation.

The undersigned incorporators have executed these Articles of Incorporation this 9th day of March, 1998.



Signature



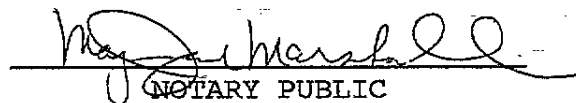
Signature

**STATE OF FLORIDA:
COUNTY OF PINELLAS:**

The foregoing instrument was acknowledged before me this 9th day of March, 1998, by Erich Hansen and Thomas R. McKeon. Personally known to me.



Mary Jane Marshall
My Commission CC679049
Expires September 10, 2001



NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **DANITO, USA, Inc.**
2. The name and address of the registered agent and office is:

**Thomas R. McKeon
11122 137th Street N.
Largo, Florida 33774-4135**

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



March 15, 1998

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314