

PA800028944

FILING COVER SHEET

REFERENCE: 0164.2035

DATE: 3-30-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

900002471679--8  
-03/30/98-01009-013  
\*\*\*\*227.50 \*\*\*\*227.50

TELEPHONE: 222-1173

SUBJECT: Cofrep USA, Inc

STATE FEES PREPAID WITH CHECK # 31754 FOR \$ 227.50

PLEASE FILE:

- ARTICLES OF INC.       AMENDMENT       DISSOLUTION
- ANNUAL REPORT       MERGER       WITHDRAWAL
- QUALIFICATION       LIMITED PARTNERSHIP       ANNUAL REPORT
- FICTITIOUS NAME       LIMITED LIABILITY       REINSTATEMENT
- TRADEMARK/SERVICE       UCC-1       UCC-3

PROVIDE US WITH:

- CERTIFIED COPY       CERTIFICATE OF STATUS       STAMPED COPY

Examiner's Initials

3  
3/30

FILED  
98 MAR 30 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 MAR 30 AM 11:49  
DIVISION OF CORPORATION

FILED

98 MAR 30 PM 1:00 '99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DA

ARTICLES OF INCORPORATION  
OF  
COFREP USA, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be COFREP USA, INC., and its principal place of business shall be located at 3307 Derek Court, Winter Park, Florida 32792.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing these articles of incorporation by the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business

Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

#### ARTICLE IV

#### CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. The total number of shares of all classes of stock which the Corporation shall have authority to issue is two million (2,000,000) shares consisting of One Million shares of preferred stock, having a par value of One Cent (\$0.01) per share (the "Preferred Stock") and One Million shares of common stock, having a par value of One Cent (\$0.01) per share (the "Common Stock"). The designations, powers, preferences, rights, qualifications and restrictions in respect of the Preferred Stock and Common Stock shall be identical in all respects except as otherwise required by applicable law and except are as hereinafter set forth:

A. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, voluntary or involuntary, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders (after payment of debts and liabilities of the Corporation), whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of the Common Stock, an amount equal to One Dollar (\$1.00) per share (the "Liquidation Value").

If, upon any liquidation, dissolution or winding up of the Corporation, voluntary or involuntary, the assets of the Corporation available for distribution to its shareholders (after payment of debts and liabilities of the Corporation), shall be insufficient to pay the holders of the shares of Preferred Stock the full amounts to which they respectively shall be entitled, the holders of shares of Preferred Stock shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full. No distribution of any amount, in cash or property, shall be made on account of such liquidation, dissolution or winding up of the Corporation to the holder of any Common Stock then outstanding until such time as the holders of shares of Preferred Stock then outstanding shall have received the full Liquidation Value therefor.

B. No Other Capital Stock. While shares of Preferred Stock are outstanding, the Corporation shall not be authorized to create any other class of capital stock with rights senior to or on a parity with such Preferred Stock, nor any securities convertible into such stock.

C. Modification. None of the foregoing provisions relating to the Preferred Stock may be modified or waived without the affirmative consent of the holders of shares representing

sixty-six and two-thirds per cent (66  $\frac{2}{3}$ %) of the voting power of the Preferred Stock then outstanding, acting as a separate class.

2. Voting Rights. The holders of shares of Preferred Stock and Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one (1) vote for each share of Preferred Stock or Common Stock held. Shareholders holding Preferred Stock or Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already

holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be CorpDirect Agents. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and street addresses of the initial directors of this Corporation are:

Alain Fanen  
Chemin De Kerivarho  
56037 Vannes Cedex  
France

Rene Lancien  
Chemin De Kerivarho  
56037 Vannes Cedex  
France

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Alain Fanen  
Chemin De Kerivarho  
56037 Vannes Cedex  
France

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

AMENDMENT

The Shareholders reserve the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their name and seal this 27 day of March, 1998.

  
\_\_\_\_\_  
ALAIN FANEN (SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

**COFREP USA, INC.** (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 3307 Derek Court, Winter Park, Florida 32792 has named and designated: **CorpDirect Agents**, with its registered office located at: 103 N. Meridian St., Lower Level, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **COFREP USA, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 30<sup>th</sup> day of March, 1998.

CorpDirect Agents

By: Cynthia A. Hicks

Registered Agent

98 MAR 30 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED