

McGUIRE WOODS
BATTLE & BOOTHE LLP

3300 Barnett Center
50 North Laura Street
Post Office Box 4099
Jacksonville, Florida 32201-4099
Telephone (904) 354-1100 • Fax (904) 798-2698

P98000038324

April 23, 1998

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

200002501782--1
-04/27/98--01127--023
****122.50 ****122.50

Re: ExaMem, Inc. - Filing for Incorporation

To Whom it May Concern:

Enclosed please find the Articles of Incorporation of ExaMem, Inc., a copy of the articles, and our firm check in the amount of \$122.50. Please certify the enclosed copy of the articles and return them to me at the above address.

If you have any questions or need more information, please contact me at (904) 798-3281. Thank you for your assistance in this matter. It is much appreciated.

Sincerely,

Jodi L. Lulf

Jodi L. Lulf
Paralegal

Enclosures

U:\CORPORAT\EXAMEM\STATE.LTR:MFD:jll

98 APR 27 PM 2:09
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

[Handwritten signature]

ARTICLES OF INCORPORATION
OF
EXAMEM, INC.

FILED
98 APR 27 PM 2:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 **Name**. The name of the corporation is ExaMem, Inc.

Section 1.2 **Address of Principal Office**. The address of the principal office of the corporation is c/o McGuire, Woods, Battle & Boothe LLP, 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202.

Section 1.3 **Mailing Address**. The mailing address of the corporation is Hvidovrevej 80 D, DK-2510, Rødovre, Denmark.

ARTICLE II

DURATION

Section 2.1 **Duration**. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 **Purposes**. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 **Authorized Capital**. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address**. The street address of the initial registered office of this corporation is c/o McGuire, Woods, Battle & Boothe LLP, 50 N. Laura St., Suite 3300, Jacksonville, FL 32202, and the name of the initial registered agent of this corporation at that address is Michael F. Dawes.

ARTICLE VI

DIRECTORS

Section 6.1 **Number**. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors**. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Mørk Thomsen	Sprogøvej 11, 2-mf., DK-2000 Frederiksberg, Denmark

ARTICLE VII

BYLAWS

Section 7.1 **Bylaws**. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 **Name and Address.** The name and street address of the incorporator of this corporation are:

NAME

Michael F. Dawes

ADDRESS

50 N. Laura Street, Suite 3300,
Jacksonville, FL 32202

ARTICLE IX

INDEMNIFICATION

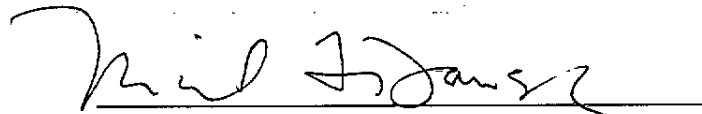
Section 9.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

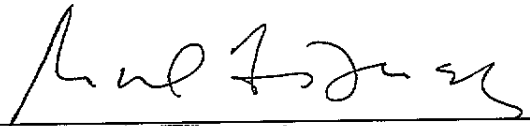
Section 10.1 **Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

April IN WITNESS WHEREOF, the incorporator has executed these Articles the 22nd day of April, 1998.


Michael F. Dawes, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above 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. I am familiar with and I accept the obligations of a registered agent.


Michael F. Dawes, Registered Agent

Date: April 22, 1998

FILED
98 APR 27 PM 2:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA