

Return to: CSC
1201 Hays Street
Tallahassee, FL 32301

P98000043725

CONTACT: KAREN ROZAR

ACCOUNT #: 072100000032

REF#: 9964A

AUTHORIZATION:

COST LIMIT: 122.50

ORDER DATE: 5/14/98

ENTITY NAME: Microstate U.S.A. Inc.

DOMESTIC FILING

FOREIGN FILING



ARTICLES OF INCORPORATION

----- CERTIFICATE OF LIMITED PARTNERSHIP

----- QUALIFICATION

100002523571--3

----- CERTIFICATE OF LLC

----- ARTICLES OF AMENDMENT

PLEASE RETURN

----- STAMPED COPY



CERTIFIED COPY

----- CERTIFICATE OF GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 PM 1:09

RECEIVED
98 MAY 14 AM 11:21
DIVISION OF CORPORATION

5/14/98

**ARTICLES OF INCORPORATION OF
MICROSLATE U.S.A. INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 PM 1:10

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **MICROSLATE U.S.A. INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 3650 Spectrum Boulevard, Suite 170, Tampa, Florida 33612-9401, and the mailing address of the Corporation is 3650 Spectrum Boulevard, Suite 170, Tampa, Florida 33612-9401.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty Thousand (20,000) shares, consisting of (i) Ten Thousand (10,000) shares of common stock, \$.001 value per share (the "Common Stock"), and (ii) Ten Thousand (10,000) shares of preferred stock, \$.001 value per share (the "Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

A. **Common Stock.** Each holder of record of shares of Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him of record. Subject to the prior rights of the holders of all classes or series of stock at the time outstanding having prior rights as to dividends, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

B. **Preferred Stock.** The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more classes and series. Subject to the terms contained in any designation of a series of Preferred Stock and to limitations prescribed by law, the Board of Directors is expressly authorized, at any time and from time to time, to fix by resolution the designation and relative powers, preferences and rights and the qualifications and limitations thereof relating to the shares of each such class or series. The authority of the Board of Directors with respect to the provisions for shares of any class of Preferred Stock or any series of any class of Preferred Stock shall include, but not be limited to, the following:

(1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

(2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;

(4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(5) the amount or amounts payable upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities or cash or other property and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

ARTICLE V **INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Paul R. Lynch, Esquire
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE VI **INITIAL BOARD OF DIRECTORS**

The Corporation shall have initially three directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

Nicholas Kohras
3615-A Isabelle Street
Brossard, Quebec, Canada J4Y 2R2

Jan Rowinski
3615-A Isabelle Street
Brossard, Quebec, Canada J4Y 2R2

Daniel Ouellette
3615-A Isabelle Street
Brossard, Quebec, Canada J4Y 2R2

ARTICLE VII
INCORPORATOR


The name and address of the person signing these Articles as Incorporator are:

Paul R. Lynch
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of May, 1998.


Paul R. Lynch
Incorporator

CERTIFICATE OF DESIGNATION
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, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is MicroSlate U.S.A., Inc.
2. The name and address of the registered agent and office are:

Paul R. Lynch, Esquire
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 PM 1:10

SIGNATURE



TITLE: Incorporator

DATE: May 13, 1998.

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE May 13, 1998