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*Peter Harris*

TELEPHONE  
941-953-5939

FLORIDA INTERNATIONAL GROUP

2198 PRINCETON ST

SARASOTA

FL 34237

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN - 16 AM 10:25

EFFECTIVE DATE  
6-8

~~W98-14090~~

10-19  
05

**ARTICLES OF INCORPORATION**

**OF**

**CARDY GLADWELL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN 15 AM 10:28  
STATE OF FLORIDA

*We, the undersigned*, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

**ARTICLE I - NAME**

The name of the Corporation shall be CARDY GLADWELL, Inc.

**ARTICLE II - DURATION**

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

The corporation may engage in any activity or business under the laws of the United States and The State of Florida's General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

**ARTICLE V - CAPITAL**

The amount of capital with which the Corporation will begin business shall be \$100.00.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2198 Princeton Street, Sarasota, Florida 34237. The name of the initial registered agent of this Corporation at that address is Simon John Cardy. The corporate mailing address shall be the same.

**ARTICLE VII - NUMBER OF DIRECTORS / OFFICERS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

**ARTICLE VIII**

**NAME, TITLE, ADDRESS OF BOARD OF DIRECTORS**

The name, title and street addresses of the members of the first Board of Directors are as follows:

**Simon John Cardy - President – 40 Langham Close, North Baddesley  
Hampshire SO52 9NT United Kingdom**

**ARTICLE IX - INCORPORATORS**

The name and addresses of the initial subscribers signing these Articles are as follows:

**Simon John Cardy – 40 Langham Close, North Baddesley, Hampshire SO52 9NT, United Kingdom**

**EFFECTIVE DATE**  
6-8

**ARTICLE X - BYLAWS**

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

**ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set  
opposite their names:

**Simon John Cardy - 100 Shares**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons  
unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at  
which, and the time within which, such shares may be offered and sold shall be further specified by written  
agreement among all of the shareholders and this corporation.

**ARTICLE XII - ADOPTION OF BYLAWS**

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose  
of completing the organization of the corporation and the adoption of the bylaws and the transaction of such  
other business as may come before the meeting.

**ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of  
Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this  
reservation.

**ARTICLE XIV - TERMS OF ISSUING STOCK**

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and  
conditions of Section 1244 of the Internal Revenue Code.

*In Witness Whereof*, we have hereunto subscribed our names and affixed our seals to these

**Articles of Incorporation,**

on the 8th day of JUNE 1998

**ARTICLES OF INCORPORATION**


**Cardy Gladwell, Inc.**

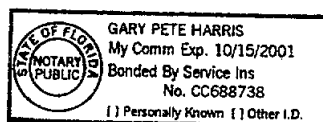
**STATE OF FLORIDA - COUNTY OF LEE**

*Before Me*, the undersigned authority, personally appeared **Simon John Cardy**, who being first duly sworn,  
deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation  
and acknowledged before me that he executed same for the purpose therein expressed.

*Witness* my hand and official seal in the above named County and State

this 8th day of JUNE 1998

  
NOTARY PUBLIC



MY COMMISSION EXPIRES

**ARTICLES OF INCORPORATION**

**Cardy Gladwell, Inc.**

***CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.***

**Pursuant to Chapter 48.091, Florida Statutes, the following is submitted.**

**CARDY GLADWELL, INC.**

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Sarasota, County of Lee, State of Florida, has named Simon John Cardy as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

St Cardy  
Simon John Cardy

**Agent of Process**

Signed the 8th day of June 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 10:26