

JUL-30-98 THU 9:36 AM PETER J. JAENSCH

FAX NO. 941 951 0677

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7/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: PETER J. JAENSCH, P.A.

ACCT#: 105065002440

CONTACT: P. CHRISTOPHER JAENSCH

PHONE: (941) 366-9841

FAX #: (941) 951-0677

NAME: SCB USA, INC.

AUDIT NUMBER.....H98000014055

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3 ④

CERT. COPIES.....0

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** ENTER 'M' FOR MENU. **

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ARTICLES OF INCORPORATION
OF
SCB USA, INC.

ARTICLE I - Name

The name of the corporation is SCB USA, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - Principal Office

The street address and the mailing address of the corporation's initial principal office is 2198 Main Street, Sarasota, FL 34237.

ARTICLE VI - Initial Registered Office and Agent

The street address and the mailing address of the initial Registered Office is 2198 Main Street, Sarasota, Florida 34237, and the initial registered agent of this corporation at that address is P. Christopher Jaensch.

Prepared by:
P. Christopher Jaensch
2198 Main Street
Sarasota, Florida 34237
(941) 366-9841
Florida Bar #: 72044

H98000014055 1

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ARTICLE VII - Initial Board of Directors

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Gunter Schubert
1660 Trade Center Way #1
Naples, FL 34109

ARTICLE VIII - Incorporator

The name and address of the incorporator of this corporation is P. Christopher Jaensch, 2198 Main Street, Sarasota, Florida, 34237.

ARTICLE IX - Amendment

The 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of July, 1998.



P. Christopher Jaensch

H98000014055 1

H98000014055 1

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

The name of the corporation is: SCB USA, INC.

2. The name and address of the registered agent and office is:

P. Christopher Jaensch
2198 Main Street
Sarasota, Florida 34237

*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.*


P. Christopher Jaensch

7-29-98
Date

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