

LAW OFFICES OF  
**STANLEY JAY BARTEL, P.A.**

406 COURTHOUSE TOWER  
44 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130

TELEPHONE (305) 374-8919  
FAX (305) 358-0862

December 1, 1998

**P98000102056**

98 DEC -4 PM 1:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

300002703583--8  
-12/04/98--01087--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

**Re: Articles of Incorporation - SJC USA CORP.**

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$122.50 to cover incorporation fees.

Kindly send us a Certificate of Incorporation, Acknowledgement of Filing and a date-stamped copy of the Articles, for which an extra copy of the Articles is herewith enclosed.

Thank you for your cooperation in this matter.

Sincerely,



STANLEY JAY BARTEL

SJB:ma

Enclosures: Original and two (2) copies of Articles of Incorporation; Check in the amount of \$122.50

F. CHESSEB DEC 8 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**SJC USA CORP.**

FILED  
98 DEC -4 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby organize and incorporate a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be: **SJC USA CORP.**

**ARTICLE II**

**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) Shares of Common Capital Stock having a par value of Five (\$5.00) Dollars per share.

**ARTICLE IV**

**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is Five Hundred

(\$500.00) Dollars.

#### **ARTICLE V**

#### **BEGINNING OF CORPORATE EXISTENCE**

The date of corporate existence is the date of filing of these Articles with the Secretary of State.

#### **ARTICLE VI**

#### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VII**

#### **ADDRESS**

The initial Post Office address of the principal office of this corporation in the State of Florida is: 44 West Flagler Street, Suite 406, Miami, FL 33130.

The Board of Directors may, from time to time, move the principal office to any other address.

#### **ARTICLE VIII**

#### **DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, in the manner provided by the Bylaws as they may be initially adopted or amended from time to time.

#### **ARTICLE X**

#### **INITIAL SUBSCRIBER**

The name and Post Office address of the initial subscriber to these Articles of Incorporation, who has agreed to subscribe to 100 shares of stock having a par value of Five

(\$5.00) per share, is Stanley Jay Bartel, 44 West Flagler Street, Suite 406, Miami, FL 33130.

#### **ARTICLE XI**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Office and Registered Agent of the corporation shall be: Stanley Jay Bartel. 44 West Flagler Street, Suite 406, Miami, FL 33130.

#### **ARTICLE XII**

##### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is to be made.

#### **ARTICLE XIII**

##### **BYLAWS**

The Director or Directors of the corporation, with the approval of a majority of the Stockholders of the corporation, by consent in writing or at a meeting called for such purpose, shall have the power to make and amend its Bylaws.

#### **ARTICLE XIV**

##### **VOTING**

Where Stockholder approval is required for any action, other than Article XV action, a simple majority vote of the Stockholders, entitled to vote, of all individuals holding issued and outstanding voting stock of the corporation, shall be required.

ARTICLE XV

TRANSFER AND VOTING OF SHARES

The shareholders may enter into agreements among themselves and with the corporation for restricting the transfer of their shares; for voting shares and for the redemption of their shares by the corporation. Any such agreements, however, to be effective as between the corporation and the Stockholders, shall require the unanimous consent of all individuals holding issued and outstanding voting stock in the corporation.

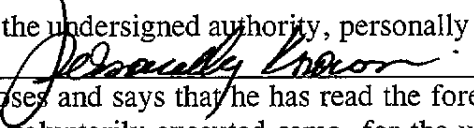
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and has acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscriber of the foregoing Articles of Incorporation this 2nd day of December, 1998.

  
STANLEY JAY BARTEL

STATE OF FLORIDA:

SS

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared STANLEY JAY BARTEL who has produced  as identification and who did (did not) take an oath, deposes and says that he has read the foregoing Articles of Incorporation and that he has freely and voluntarily executed same, for the uses and purposes therein expressed.

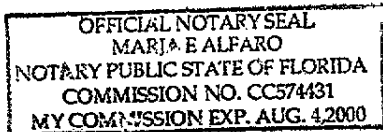
  
STANLEY JAY BARTEL

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 2<sup>nd</sup> day of December, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

Maria E. Alfaro  
\_\_\_\_\_  
(Name of Acknowledger Typed,  
Printed or Stamped)  
(Title or Rank)  
(Serial Number, if any)



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SJC USA CORP. desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 44 West Flagler Street, Suite 406, Miami, Florida 33130 has assigned Stanley Jay Bartel, located at 44 West Flagler Street, Suite 406, Miami, Florida 33130, as its agent to accept process within the State.

**ACKNOWLEDGMENT**

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

  
STANLEY JAY BARTEL, Resident Agent

**FILED**  
98 DEC -4 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA