



Green International U.S.A. P.A

1007 N.Federal Highway
Ft Lauderdale, Florida 33304
Tel : 954 568 5649 Fax : 954 568 6635

INCORPORATION NO PA97000009394

P98000103109

Division of Incorporation
PO Box 6327
Tallahassee
Florida 32314

22nd November 1998

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-12/10/98--01001--005
*****70.00 *****70.00

Dear Sir / Madam

Ref : Filing for Incorporation of **Campbell General Commercial U.S.A. Inc**

Please find enclosed completed Articles of Incorporation and filing fee of \$70.00 for the above named company

Please return to our U.K. Office

Green International Corporate Services Limited
238 Merton Road
South Wimbledon
London SW19 1EQ
United Kingdom

Please telephone or fax me if you require further information Tel : 011 44 181 543 3111
Fax: 011 44 181 543 0033

Sincerely

S.Hardcastle
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-27734

ARTICLES OF INCORPORATION
OF
CAMPBELL GENERAL COMMERCIAL U.S.A. INC.

ARTICLE I. NAME

The name of this corporation is :

CAMPBELL GENERAL COMMERCIAL U.S.A. INC.

ARTICLE II. PURPOSE

This corporation is organised for the following purposes :

To engage in any or all lawful business for which a corporation may be incorporated under the laws of Florida.

ARTICLE III. POWERS

- a . To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any manner reproduced.
- b . To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c . To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d . To lend money to, and use its credit to assist its officers and employees in accordance with the law.
- e . To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- f . To make contracts and guarantees and incur liabilities, borrow money, at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any part of its property, franchises and income.
- g . To lend money for corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested.
- h . To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

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TALLAHASSEE, FLORIDA

- i . To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- j . To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- k . To make donations for the public welfare or for charitable, scientific or educational purposes.
- l . To transact any lawful business that the board of directors shall find will be in aid of governmental policy.
- m . To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- n . To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- o . To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these articles, and shall have perpetual existence.

ARTICLE V PRINCIPAL OFFICE

The address of the principal office of the corporation is :

Suite No 70
1007 N.Federal Highway
Ft Lauderdale
Florida 33304

ARTICLE VI REGISTERED AGENT AND OFFICE

The initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are

c/o GREEN INTERNATIONAL USA PA
SHAMIMA HARDCASTLE
SUITE NO 96
1007 NORTH FEDERAL HIGHWAY
FT LAUDERDALE
FLORIDA 33304

ARTICLE VII . CAPITAL STOCK

This corporation is authorised to issue 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VIII . INITIAL BOARD OF DIRECTORS

This corporation shall have a board of directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The names and addresses of the initial directors of this corporation are:

Everton Anthony Campbell
7 Northland Street
Camberwell,
London SW5 9PL
United Kingdom

Janet Campbell
37 Treherne Court
London SW9 7RN
United Kingdom

Marvin Campbell
37 Treherne Court
London SW9 7RN
United Kingdom

ARTICLE IX .

CUMULATIVE VOTING FOR DIRECTORS

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE X PRE-EMPTIVE RIGHTS

The corporation shall have pre-emptive rights. Each shareholder of the corporation shall have a pre-emptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

ARTICLE XI. BYLAWS

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

ARTICLE XIII

RESTRICTIONS OF TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the by laws or by agreement of the shareholders.

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 shareholders is subject to this reservation.

ARTICLE XIV . INCORPORATOR

The name and address of the person signing these Articles of Incorporation is :

Shamima Hardcastle
1007 N.Federal Highway
Ft Lauderdale Florida
33304

In witness Whereof, the Undersigned incorporator has executed these Articles of Incorporation this

9th day of December 1998

[Signature]

Shamima Hardcastle Registered Agent

State of England

County of Surrey

Before me personally appeared Shamima Hardcastle

who is personally known to me or who produced passport

as identification, who executed the foregoing Articles of Incorporation, and who swore to and
acknowledged before me that ~~he~~ / she executed those Articles of Incorporation this 9th day of

December 1998

[Signature]

Notary Public

BASIL PREUVENEERS LL.B
NOTARY PUBLIC
113-115 LONDON ROAD
MITCHAM, SURREY
ENGLAND

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of
CAMPBELL GENERAL COMMERCIAL U.S.A. INC and hereby accept said duties and responsibilities

[Signature]

Registered Agent

