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CORPORATION(S) NAME

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ASAL Products, Inc.

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☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

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TO

JEFFREY D. BUTTERFIELD

12/17  
T. SMITH DEC 17 1998

**ARTICLES OF INCORPORATION**  
**OF**

**ASAL Products, Inc.**

The undersigned Incorporator, a natural person competent to contract, signs the following Articles Of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this corporation shall be **ASAL Products, Inc.** (hereinafter "the Corporation") and the address of the Corporation shall be 2929 East Commercial Blvd., Suite 208, Fort Lauderdale, FL 33308.

**ARTICLE II**  
**TERM OF EXISTENCE**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**  
**NATURE OF BUSINESS**

The Corporation may engage in any and all businesses and activities permitted by the law of the United States of America, the State of Florida, or any other state, territory or nation. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of such laws.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares which the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock of the par values of Ten Cents (\$0.10) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

**Lange & Lange, P.A.**  
**7 Southeast 13<sup>th</sup> Street**  
**Fort Lauderdale, FL 33062**

**ARTICLE VI**  
**CONDUCT OF BUSINESS**

The business of the Corporation shall be conducted and managed by its Board of Directors. The Board of Directors shall consist of not less than one and not more than nine. A majority of the first Board of Directors named below shall have the power to approve and adopt the initial By-Laws of this Corporation until their successors are elected or appointed. The Shareholders are hereby authorized to adopt or amend a By Law that fixes a greater or lesser quorum requirement of voting requirement than is fixed by law or its existing By-Laws.

The qualifications, time and place of election and term of office of each Director shall be provided for in the By-Laws of the Corporation. The officers of this Corporation shall consist of a President, Secretary, Treasurer and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

The shareholders of this Corporation shall not be entitled to remove any Director from office during his/her term without cause.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have four Directors initially. The names and addresses of the initial Directors of the Corporation, who shall hold office until their successors are elected and qualified or until his earlier resignation or removal from office are:

**Bernd Stier, President**  
**Laubengasse 2**  
**DE-77654 Offenburg, GERMANY**

**Oliver Asel, Vice President**  
**Frauensteigstr 20**  
**79256 Buchenbach, GERMANY**

**Martin Junker, Secretary**  
**Maierbundtweg 8**  
**77746 Schutterwald, GERMANY**

**Ralf Wurth, Treasurer**  
**Alemannenstrasse 9**  
**DE-77743 Neried-Ichenheim, GERMANY**

The number of Directors may be increased or decreased from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one.

**ARTICLE VIII**  
**DIRECTORS' ABSENTEE MEETINGS**

Members of the Board Of Directors may participate in meetings of the Board Of Directors by means of telephone conferences as provided by law. The Directors of this Corporation may take action by written consent as provided by law.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the Incorporator(s) of the Corporation is/are:

**Oliver Asel**  
**Frauensteigstr 20**  
**79256 Buchenbach, GERMANY**

**ARTICLE X**  
**CUMULATIVE VOTING**

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

**ARTICLE XI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XII**  
**INTERCOMPANY CONTRACTS**

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or be invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interest in, any contract or transaction of the Corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board Of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote therat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

### **ARTICLE XIII**

### **STOCKHOLDERS' AGREEMENTS**

The Corporation and its common stockholders, or the stockholders of the Corporation amongst themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge his stock, with or without consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

### **ARTICLE XIV**

### **DIVIDENDS**

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A Director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its' books of account or financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be deteremined to be willful or negligent; nor shall he/she be liable, if in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

**ARTICLE XV**  
**INDEMNIFICATION OF DIRECTORS**

This Corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his/her being or having been a Director or any Officer of the Corporation, or a Director or Officer of any other Corporation which he/she served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees incurred by him/her in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties of the Corporation.

The Corporation shall indemnify any Director, Officer, Employee or Agent of the Corporation for all acts, and under all circumstances provided for in Florida Statute 607.0850(1991), and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

**ARTICLE XVI**  
**DIRECTORS' LIABILITY**

No Director shall be held liable or responsible for action taken by the Board Of Directors acting under the provisions or in the manner authorized by these Articles Of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or By-Laws. The Defense of any legal, equitable or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit, or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings, shall be paid by the Corporation. In event of a judgment or decree being rendered against the director, the Corporation shall indemnify and hold him harmless.

**ARTICLE XVII**  
**REIMBURSEMENT OF DIRECTORS**

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a Director, either individually or as a Director, shall result in judgment, decree, or cecision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expense incurred in the course of attending trials, depositions, hearings, meetings and appeals of the disposition of all such actions.

**ARTICLES XVIII**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all directors and all stockholders of the Corporation eligible to vote sign a statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator of the foregoing Corporation, do hereby certify that the foregoing constitute the Charter of the above Corporation.


Executed at Fort Lauderdale, Florida this 16 day of DECEMBER 1998.

  
\_\_\_\_\_  
**OLIVER ASEL**

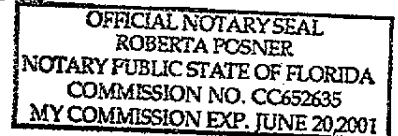
STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me by **OLIVER ASEL**, who is personally known to me and who (did/did not) take an oath, this 16<sup>th</sup> day of DECEMBER, 1998.

SIGNATURE OF NOTARY:   
TYPED NAME OF NOTARY: ROBERTA POSNER

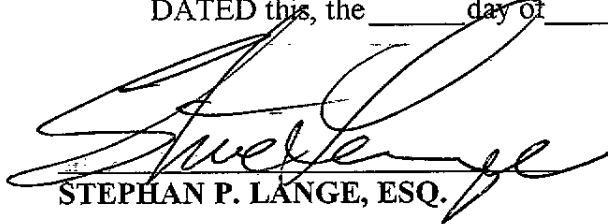
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION NUMBER IS



APPOINTMENT OF CORPORATE AGENT

PURSUANT to the provisions of Florida Corporation Law, I, **STEPHAN P. LANGE, ESQ.** representing **LANGE & LANGE, P.A.** do hereby accept service of process for **ASAL PRODUCTS, INC.** and accept the appointment as registered agent and agree to act in such capacity.

DATED this, the \_\_\_\_\_ day of \_\_\_\_\_, 1998.

  
**STEPHAN P. LANGE, ESQ.**



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

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

FIRST that **ASAL PRODUCTS, INC.**, desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles in the State of Florida, County of Broward, has named **STEPHAN P. LANGE, ESQ.** at 7 Southeast 13<sup>th</sup> St, Fort Lauderdale, FL 3316 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 place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

  
**STEPHAN P. LANGE, ESQ.**

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