

Charter Number Only

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George T. Ramoni  
888 Brickell Ave #501  
Miami, FL 33134  
(305) 381-8811 A

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CORPORATION(S) NAME

NAKIMBRO USA, INC.

99 JAN 29 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
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- Amendment
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- Annual Report
- Reservation
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- Mark
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- After 4:30
- Mail Out

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| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

RA-PO  
1/21/99  
1-801-666M  
Cert.

99 JAN 26 AM 9:25  
DIVISION OF CORPORATION  
RECEIVED



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 26, 1999

EMPIRE

MIAMI, FL

SUBJECT: NAKIMBRO USA, INC.  
Ref. Number: W99000001881

We have received your document for NAKIMBRO USA, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 299A00003427

RECEIVED  
99 JAN 29 AM 10:11  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**NAKIMBRO USA, INC.**

**FILED**  
99 JAN 29 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

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

**ARTICLE II**  
**NATURE OF BUSINESS**

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

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of common stock having a nominal or par value of (\$1.00) per share.

**ARTICLE IV  
INITIAL STOCK**

The amount of capital with which this corporation will begin business in One Hundred Dollars (\$100.00).

**ARTICLE V  
BEGINNING OF CORPORATION EXISTENCE**

The date of corporate existence shall be the time of filing of these Articles of Incorporation 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 is: Post Office Box 2875, High Springs, Florida 32655.

**ARTICLE VIII  
DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time By-Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation from and against any and all claims and

liabilities to which said person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though no specifically provided for herein. No contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he 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 at which action upon any such contract or transaction shall be taken; and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the corporation which shall authorize any such contract or transaction, and may vote there to authorize any such transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

**ARTICLE IX  
INITIAL DIRECTOR**

Mr. Joel Bassier  
c/o Doreen Adams  
Post Office Box 2875  
High Springs, Florida 32655

**ARTICLE X  
THE INITIAL OFFICERS OF THE CORPORATION ARE AS FOLLOWS:**

Mr. Joel Bassier - President, Treasurer, Secretary

c/o Doreen Adams  
Post Office Box 2875  
High Springs, Florida 32655

**ARTICLE XI  
INITIAL SUBSCRIBER**

The name and post office address of the subscriber to these Articles of Incorporation is Doreen Adams, Post Office Box 2875, High Springs, Florida 32655.

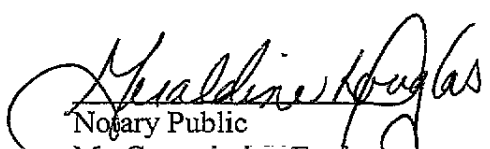
WITNESS the hand and seal of said subscriber this 20 day of ~~December, 1998~~ <sup>January 1999</sup>.

  
\_\_\_\_\_  
DOREEN ADAMS

STATE OF FLORIDA )  
                          ss:  
COUNTY OF ALACHUA )

BEFORE ME, the undersigned authority, personally appeared DOREEN ADAMS, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me, according to the law that they made and subscribed the same for the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 20 day of ~~December, 1998~~ <sup>January 1999</sup>.

  
Notary Public  
My Commission Expires:



**ARTICLE XII**  
**Registered Office and Registered Agent**

The Registered Agent and Registered Office of the Corporation shall be: Doreen Adams  
725 NW SANTA FE BLV  
HIGH SPRINGS, FL 32655

IN WITNESS WHEREOF, I the undersigned, being the original Registered Agent to accept service of process for the corporation hereinabove named, do hereby accept the appointment as Registered Agent for said corporation, agree to comply with the provision of said Act relative to keeping open and said office and hereunto set hand and/or seal this 20 day of ~~December~~ <sup>January</sup> 1998.

  
\_\_\_\_\_  
DOREEN ADAMS

**CERTIFICATE OF DESIGNATION**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that NAKIMBRO USA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of High Springs, County of Alachua, State of Florida has named Doreen Adams, as its agent to accept service of process with this state.

**ACKNOWLEDGEMENT**

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

  
\_\_\_\_\_  
DOREEN ADAMS

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
JAN 29 PM 1:06  
**FILED**