

Charter Number Only

1/5/99

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VALIDATION ONLY

George T. Ramani
Requestor's Name
888 Brickell Ave #5th fl
Address
Miami, FL 33134
City State ZIP Phone
(305) 381-8811 A

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*****78.75 *****78.75

CORPORATION(S) NAME

NAKIMBRO USA, INC.

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

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Mark | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call in Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Pick Up | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

RA-PO
1/5/99
Cert.

COPY

RECEIVED
99 JAN 26 AM 9:25
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028



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
JAN 29 AM 10:11
DIVISION OF CORPORATION

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~~ ^{January 1999}.

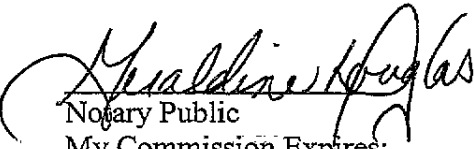


DOREEN ADAMS

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~~ ^{January 1999}.


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~~ ^{January} 1999.



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

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