

P990000014461

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MacRees (USA) Inc

500002774995--6

-02/15/99--01032--025

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

EFFECTIVE DATE

02-08-99

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Petition Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Petition Name

☐ Corp Record Search

☐ Officer Search

☐ Petition Search

☐ Petition Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

FILED
ARTICLE OF INCORPORATION
99 FEB 15 AM 10:47

FILED
UCC 11 SEARCH
99 FEB 15 PM 4:41

Signature

Requested by:

Name

Walk-In

2/15

Date

8:35

Time

Will Pick Up

99 FEB 15 1999

ARTICLES OF INCORPORATION

OF

MacRees (USA) Inc.

FILED
CLERK OF DISTRICT COURT
99 FEB 15 AM 10:47

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be MacRees (USA), Inc. The mailing address of the corporation is c/o Jane Lamberson, 4501 Tamiami Trail North, Suite 204, Naples, FL 34103.

ARTICLE II

DURATION

The corporation shall commence February 8, 1999, and shall have perpetual existence thereafter.

ARTICLE III

EFFECTIVE DATE
02-08-99

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

ADDRESS

Jane Lamberson

4501 Tamiami Trail N.,
Suite 204
Naples, FL 34103

ARTICLE VI

DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

Derek Rees

Hawksridge
2120 Harlans Loop
Naples, FL 34105

ARTICLE VII

PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the

original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX

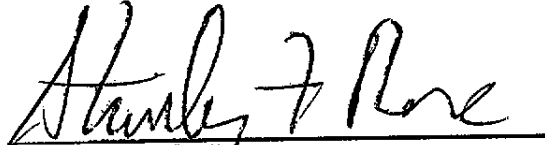
INCORPORATORS.

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

Stanley F. Rose

2110 Imperial G.C. Blvd.,
Naples, Florida 33942

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 6th day of February, 1999.


Stanley F. Rose

R008

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By: Jane E. Lamberson / SL
Jane Lamberson, Registered Agent

FILED
99 FEB 15 AM 10:47
CLERK OF COURT
JANUARY 15 1999

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