

P99000018978

KANE AND KOLTUN  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
1061 MAITLAND CENTER COMMONS  
SUITE 106  
MAITLAND, FLORIDA 32751

STEVEN H. KANE  
Florida Board Certified in  
Wills, Estates and Trusts

JEFFREY M. KOLTUN  
Also admitted in Ohio  
and Kentucky

FILED  
99 FEB 25 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE  
(407) 661-1177

TELEFAX  
(407) 660-6031

February 23, 1999

Secretary of State  
Bureau of Corporate Records  
Attn: Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Knuckleheads USA Corporation  
Effective Date: Date of Filing

700002787757--3  
-02/25/99--01089--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

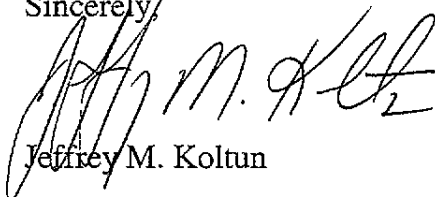
In connection with the formation of the above corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of Knuckleheads USA Corporation, including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,

  
Jeffrey M. Koltun

JMK:kt  
Enclosures

cc: Mr. James M. Sheppard

P. Hall

MAR - 1 1999

**ARTICLES OF INCORPORATION  
OF  
KNUCKLEHEADS USA CORPORATION**

FILED  
99 FEB 25 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation formed pursuant to these Articles of Incorporation is Knuckleheads USA Corporation.

**ARTICLE II - DURATION**

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,  
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

1061 Maitland Center Commons, Suite 106  
Maitland, Florida 32751

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

4526 Shanewood Court  
Orlando, Florida 32837

The mailing address of the corporate offices shall be:

Post Office Box 746  
Carmel, California 93921

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS**

A. The corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James Carroll	4526 Shanewood Court Orlando, Florida 32837	President/ Director
James M. Sheppard	4526 Shanewood Court Orlando, Florida 32837	Vice President/ Treasurer/Director
Dewey R. Worley	4526 Shanewood Court Orlando, Florida 32837	Secretary/ Director

## **ARTICLE VII - INCORPORATOR**

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

Name

Address

Jeffrey M. Koltun

1061 Maitland Center Commons, Suite 106  
Maitland, Florida 32751

## **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal the corporation's By-laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX - PRE-EMPTIVE RIGHTS**

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

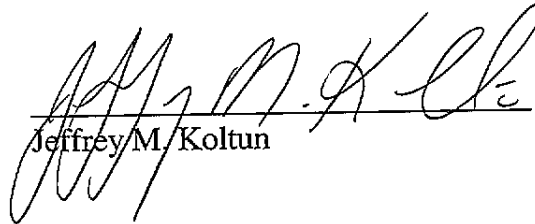
## **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

## **ARTICLE XI - AMENDMENT**

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of February, 1999.

  
\_\_\_\_\_  
Jeffrey M. Koltun

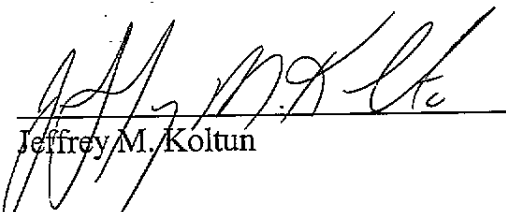
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
99 FEB 25 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Knuckleheads USA Corporation.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 1061 Maitland Center Commons, Suite 106, Maitland, Florida 32751.

DATED February 23, 1999.

  
\_\_\_\_\_  
Jeffrey M. Koltun

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED February 23, 1999.

  
\_\_\_\_\_  
Jeffrey M. Koltun