

P 99000035038

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000008955 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)922-4001

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Adema U.S.A., Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

FILED  
99 APR 16 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight APR 16 1999

H99000008955

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Adema U.S.A., Inc.

### Article II. Address

The mailing address of the Corporation is:  
Adema U.S.A., Inc.  
2951 S. Bayshore Drive, Unit 402  
Coconut Grove FL 33133

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
AGIM Registered Agents Inc.  
1200 Brickell Ave. Suite 900  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Thomas Rademacher

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Robert R. Adams | FL Bar Member 863238  
Adams, Gallinar, Iglesias & Meyer, P.A.  
1200 Brickell Avenue  
Suite 900  
Miami FL 33131  
305-416-6800  
H99000008955

FILED  
99 APR 16 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H99000008955

Article V. Capital Stock

The Corporation shall have the authority to issue 7,500 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

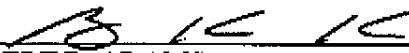
The name and address of the incorporator is:

Robert R. Adams  
Adams, Gallinar, Iglesias & Meyer, P.A.  
1200 Brickell Avenue  
Suite 900  
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 16, 1999.

The undersigned incorporator executed these Articles of Incorporation on April 16, 1999.

  
ROBERT R. ADAMS  
by G.K. Kuroda as attorney-in-fact

Robert R. Adams | FL Bar Member 863238  
Adams, Gallinar, Iglesias & Meyer, P.A.  
1200 Brickell Avenue  
Suite 900  
Miami FL 33131  
305-416-6800  
H99000008955

H99000008955

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Adema U.S.A., Inc.

**REGISTERED AGENT/OFFICE:**

AGIM Registered Agents Inc.  
1200 Brickell Ave. Suite 900  
Miami FL 33131

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

  
AGIM REGISTERED AGENTS INC.  
by G.K. Kuroda as attorney-in-fact

Date: April 16, 1999

Robert R. Adams | FL Bar Member 863238  
Adams, Gallinar, Iglesias & Meyer, P.A.  
1200 Brickell Avenue  
Suite 900  
Miami FL 33131  
305-416-6800  
H99000008955

**FILED**  
99 APR 16 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA