

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

OFFICE USE ONLY

(City, State, Zip) (Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Certificate of Status Mail out Will wait Photocopy **NEW FILINGS AMENDMENTS Profit** Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign \ Fictitious Name 01 :E NA 9-70 66 Limited Partnership Name Reservation RECEIVED Reinstatement Trademark Examiner's Initials

Other

CR2E031(10/92)

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Troika U.S.A., Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: Unit 167
1991 Corporate Square Dr
Longwood, Florida 32750

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 200,000 shares of Capital Stock. 100,000 shares shall be designated as Common having \$10.00 par value and 100,000 shares designated as preferred having \$10.00 par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale,

Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

Liudger Boell
Unit 167, 1991 Corporate Square Dr.
Longwood, Florida 32750
Maureen Montes
Unit 167, 1991 Corporate Square Dr.
Longwood, Florida 32750
Jose Copin
Unit 167, 1991 Corporate Square Dr.
Longwood, Florida 32750
David Montes
Unit 167, 1991 Corporate Square Dr.
Longwood, Florida 32750
Longwood, Florida 32750

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is

offered to others.

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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 6, 1999

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Troika U.S.A., Inc., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: July 6, 1999

Suesa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative 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: July 6, 1999

Sueon Roman, Vice-Aresident

Sueon Roman, Vice-Aresident

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