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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

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July 20, 1999

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

000002939780--9  
-07/23/99-01037-012  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Measure Masters USA, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.  
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	<b>Total</b>	<b>\$122.50</b>

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*

Nancy Barnes, Paralegal

NRB/ngp  
Enclosures

cc: Measure Masters USA, Inc.

FILED  
99 JUL 23 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 7/29/99

**ARTICLES OF INCORPORATION**  
**OF**  
**MEASURE MASTERS USA, INC.**

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Measure Masters USA, Inc.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 108 South Matanzas Avenue, Tampa, Florida 33609.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 S. Oregon Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Michael R. Carey.

ARTICLE 5

Incorporator

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

Catherine B. Hovis, 108 South Matanzas Avenue, Tampa, Florida 33609

FILED  
99 JUL 23 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Catherine B. Hovis  
108 South Matanzas Avenue  
Tampa, Florida 33609

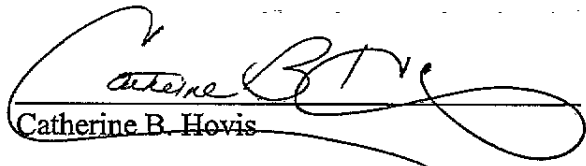
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

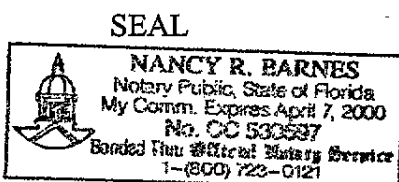
The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20<sup>th</sup> day of July, 1999.

  
Catherine B. Hovis

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of July, 1999 by Catherine B. Hovis.



  
Type, Print or Stamp Name of Notary

Personally known K  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Michael R. Carey

20-1173

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99 JUL 23 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA