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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100002966321--4  
-08/23/99--01100--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT:                   **ARTICLES OF INCORPORATION**  
                                  **OF**  
                                  AmDen, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75.

Thomas R. McKeon  
11122 137th Street N.  
Largo, Florida 33774-4135  
(727) 596-5967

FILED  
99 AUG 23 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tom McKeon GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article I  
DATE 8/27/99  
DOC. EXAM CFR

G. GALLMON-CASE    AUG 27 1999

# ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

## ARTICLE I NAME

The name of the corporation shall be:

AmDen, Inc.

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TALLAHASSEE, FLORIDA

## ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11122 137th Street N.  
Largo, Florida 33774-4135

## ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 shares each without par value, such shares are non-assessable.

## ARTICLES IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Thomas R. McKeon  
11122 137th Street North  
Largo, Florida 33774-4135

**ARTICLE V**  
**INCORPORATOR**

The name and address of the incorporators are:

Thomas McKeon, Inc.  
11122 137th Street North  
Largo, Florida 33774-4135

&

Danito USA, INC.  
11122 137th Street North  
Largo, Florida 33774-4135

**ARTICLE VI**  
**INDEMNITY**

The corporation shall indemnify its Directors and Officers as follows:

A. Every Director or Officer of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director, Officer, or Agent of the Corporation or is or was serving at the request of the corporation as a Director, Officer, or Agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, or Agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, or Agent is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; Provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation.

B. The corporation shall indemnify any person who is or was a Director, Officer, or Agent of the Corporation or is or was serving at the request of the corporation as Director, Officer, or Agent of the Corporation, against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

C. The Board of Directors may, in it's discretion, direct the purchase of liability insurance by way of implementing the provisions of this article.

**ARTICLE VII**  
**PURPOSES**

This corporation is authorized to carry on any lawful business or enterprise.

**ARTICLE VIII**  
**DIRECTORS**

The members of the governing board of this corporation shall be styled directors. The names and addresses of the members of the first Board of Directors are:

Thomas R. McKeon  
11122 137th Street North  
Largo, Florida 33774-4135

&

Erich Hansen  
Dalvangsvej 4, 1. floor  
2600 Glostrup  
Denmark

**ARTICLE IX**  
**ELIMINATING PERSONAL LIABILITY**

Officers and Directors shall have no personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as an officer or director. This provision does not eliminate or limit the liability of an officer or director for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or the payment of dividends in violation of the Florida Business Corporation Act, Chapter 607 F.S. 1994.

**ARTICLE X**  
**PERIOD OF EXISTENCE**

The period of existence of this corporation shall be perpetual.

**ARTICLE XI**  
**AMENDMENTS OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation may be from time to time by a majority vote of all shareholders voting by written ballot in person or by proxy held at any general or special meeting of the shareholders upon lawful notice.

**ARTICLE XII**  
**VOTING SHARES**

In any election participated in by the shareholder shall have one vote for each share of stock he owns, either in person or by proxy as provided by law. Cumulative voting shall not prevail in any election by the shareholders of this corporation.

**ARTICLE XIII**  
**SALE OF STOCK**

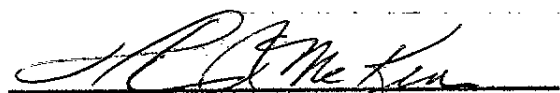
Section 1. Every shareholder, upon the sale for cash of any stock of this corporation of the same kind, class or series as that which he or she already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered.

Section 2. That a shareholder wanting to sell his or her shares of stock must offer shares for sale in the following order of precedence:

- A. 1st - To the corporation. if refused then
- B. 2nd - The the board members. if refused then
- C. 3rd - To any shareholder.

**ARTICLE XIV**  
**PERSON SIGNING ARTICLES OF INCORPORATION**

The name of the person signing these Articles of Incorporation as Incorporator is Thomas R. McKeon.

  
Thomas R. McKeon, Incorporator

August 19, 1999

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AmDen, Inc.

2. The name and address of the registered agent and office is:

**Thomas R. McKeon**  
**11122 137th Street N.**  
**Largo, Florida 33774-4135**

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*Having been named as registered agent and to accept service of process for the above stated 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.*

  
Thomas R. McKeon

August 19, 1999