

# P99000089956

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ALLEN R. GROSSMAN

October 12, 1999

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find **AFFIDAVIT OF NO INTENTION TO REINSTATE AND CONSENT TO USE OF NAME** together with the **ARTICLES OF INCORPORATION**, along with a check in the amount of \$96.25 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the Articles of Incorporation and **TWO (2) CERTIFICATES OF STATUS** for the following entity:

**VEKOMA AMERICA, INC.**

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the documents are ready. Thank you for your assistance in this matter.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/amc  
Enclosures  
GHRCORP/GHR.245  
Suglitz/187039-1

MELBOURNE

(407) 727-8100

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g/c  
10/12

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-10/12/99-01029-009  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

RECEIVED  
99 OCT 12 AM 11:06  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

VEKOMA AMERICA, INC.  
701 BRICKELL AVENUE  
SUITE 3000  
MIAMI, FL 33131

October 6, 1999

**HAND DELIVERED**

Florida Department of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
99 OCT 12 PM 1:49  
STATE  
TALLAHASSEE, FLORIDA

Re: **Affidavit of No Intention to Reinstate and Consent to Use of Name**

Dear Sir/Madam:

The undersigned, Roger P.E.G. Houben, President of Vekoma America, Inc. (the "Corporation"), Florida Department of State Document Number P97000069178, hereby certifies that the Corporation was involuntarily dissolved on September 24, 1999. I further certify that the Corporation never intends to reinstate to active status, and therefore hereby consents to the use of the name "Vekoma America, Inc." by a new corporation filing Articles of Incorporation enclosed herewith.

Also, please be advised that we noted an inaccuracy in your records due to my first name being incorrectly identified as "Robert" on the Corporation's 1998 Annual Report. My true legal name is Roger P.E.G. Houben. Thank you.

Sincerely,

VEKOMA AMERICA, INC., a Florida  
corporation

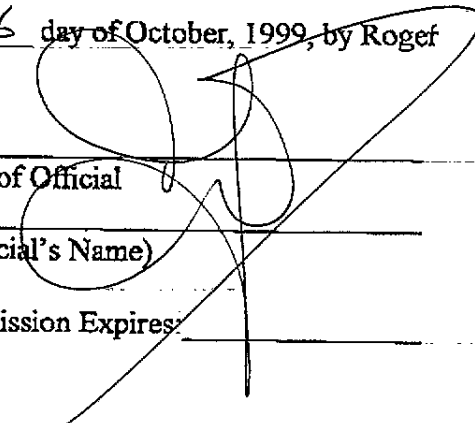
By: 

Roger P.E.G. Houben, President

**JURISDICTION OF TAKING OATH:**

Sworn to (or affirmed) and subscribed before me this 6 day of October, 1999, by Roger P.E.G. Houben, President of Vekoma America, Inc.



Signature of Official 

(Print Official's Name)

My Commission Expires

**ARTICLES OF INCORPORATION**  
**OF**  
**VEKOMA AMERICA, INC.**

FILED  
99 OCT 12 PM 1:50  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of VEKOMA AMERICA, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I - NAME**

The name of the Corporation is VEKOMA AMERICA, INC. The mailing address of the Corporation shall be 719 Peachtree Road, Orlando, Florida 32804.

**ARTICLE II - CORPORATE EXISTENCE**

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

**ARTICLE III - DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV - 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 V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

201 E. Pine Street, Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Jack K. McMullen

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

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

<u>Name</u>	<u>Street Address</u>
Roger P.E.G. Houben	719 Peachtree Road Orlando, Florida 32804
Tom M. Overboom	719 Peachtree Road Orlando, Florida 32804

ARTICLE VIII - INCORPORATOR

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

Name

Address

Jack K. McMullen

201 East Pine Street, Suite 1200  
Orlando, Florida 32801

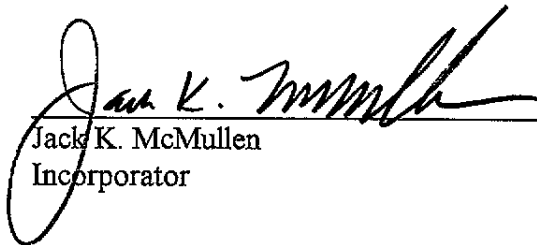
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

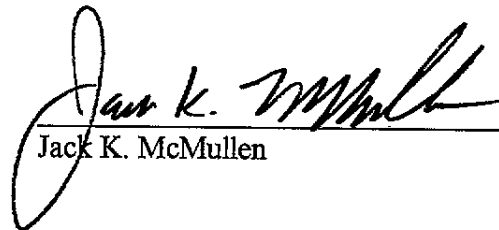
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of October, 1999.

  
\_\_\_\_\_  
Jack K. McMullen  
Incorporator

## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
Jack K. McMullen

FILED  
99 OCT 12 PM 1:50  
TALLAHASSEE, FLORIDA