

P9900010/508

TRANSMITTAL LETTER

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

100003047291--3  
-11/17/99--01066--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: DHX Global Services, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: G. Denis Casaubon  
Name (Printed or typed)

3370 SW 2nd Court  
Address

Deerfield Beach, FL 33442  
City, State & Zip

954-427-5984  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN NOV 19 1999

**CERTIFICATE OF INCORPORATION**

-of-

**DHX Global Services, Inc.**

99 NOV 17 AM 10:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I/WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida.

**ARTICLE I**

The name of the Corporation shall be: **DHX Global Services, Inc.**

**ARTICLE II**

The initial street and mailing address of the principle office of the corporation shall be:  
**3370 SW 2<sup>nd</sup> Court / Deerfield Beach, FL 33442**

**ARTICLE III**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) Shares of common stock, having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV**

The Amount of capital with which this corporation will begin business shall be the sum of not less than Five Hundred (\$500.00) Dollars.

**ARTICLE V**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VI**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VII**

The number of Directors of the corporation shall be at least one (1) & no more than five (5).

**ARTICLE VIII**

The names and addresses of the member(s) of the first Board of Directors of this Corporation are as follows: **G. Denis Casaubon / 3370 SW 2nd Court / Deerfield Beach, FL 33442**

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber & incorporator is as follows: **G. Denis Casaubon / 3370 SW 2nd Ct, Deerfield Beach, FL 33442**

ARTICLE X

The name and address of the initial registered agent of this Corporation is as follows:  
**G. Denis Casaubon / 3370 SW 2nd Court / Deerfield Beach, FL 33442**

ARTICLE XI

The Corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

ARTICLE VIII  
OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

IN WITNESS THEREOF, the undersigned, **G. Denis Casaubon**, being a natural person, competent to contract, has hereunto set his hand and seals this 15th day of October 1999.

STATE OF FLORIDA

COUNTY OF BROWARD

*G. Denis Casaubon*

BEFORE ME, the undersigned notary public of the State of Florida personally appeared G. Denis Casaubon to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 12<sup>th</sup> day of November 1999.

(NOTARY SEAL)

*[Signature]*  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires



Susan L. Schuler  
MY COMMISSION # CC703880 EXPIRES  
March 22, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**DHX Global Services, Inc.**

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

**G. Denis Casaubon  
3370 SW 2nd Court  
Deerfield Beach, FL 33442**

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.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

*G. Denis Casaubon*  
*11/12/99*

REGISTERED AGENT FILING FEE' \$35.00