

P96000032347

John Bergacker  
1009 N.E. 104 Street  
Miami Shores, FL 33138

April 2, 1996

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

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APR 15 1996

Re: Norinco USA, Inc.

To Whom It May Concern:

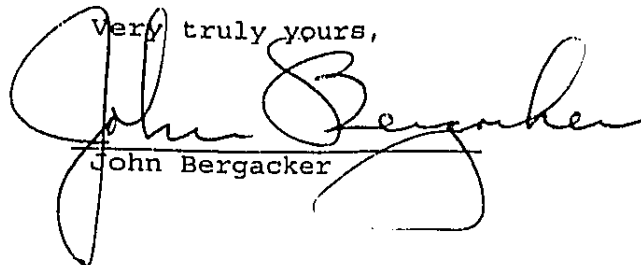
Enclosed please find the original, plus one copy, of the Articles of Incorporation for the above-referenced corporation. We would appreciate your filing the original with the state and forwarding a certified copy back to our office.

In support of our request, we have enclosed a check in the amount of \$122.50 which represents the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
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TOTAL	\$122.50

Thank you for your attention to this matter. If you should have any questions or require any additional information, please do not hesitate to contact us.

Very truly yours,

  
John Bergacker

JB/jbf

Enclosures

4/15/96  
JB

**ARTICLES OF INCORPORATION  
OF  
NORINCO USA, INC.**

FILED  
1987-03-17 8:50  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is Norinco USA, Inc.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The effective date of this corporation shall be the date of the filing of these Articles with the Secretary of State of Florida and the duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE V - AUTHORITY TO ISSUE WARRANTS**

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants of other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in

duration, at or within which, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

#### **ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

#### **ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 1070 East Indiantown Road, Suite 400, Jupiter, Florida 33477 and the name of its initial registered agent at that address is Jane W. Bergacker. The principal place of business shall be at 1009 N.E. 104 Street, Miami Shores, Florida 33138.

#### **ARTICLE VIII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person who is to serve as directors until the first annual meeting of shareholders, or until his successors are elected and qualified, as appointed by the Incorporator of the Corporation, is:

<u>Name</u>	<u>Address</u>
John Bergacker	1009 N.E. 104 Street Miami Shores, Florida 33138

**ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John Bergacker	1009 N.E. 104 Street Miami Shores, Florida 33138

**ARTICLE X - COMMON DIRECTORS  
TRANSACTIONS BETWEEN CORPORATIONS**

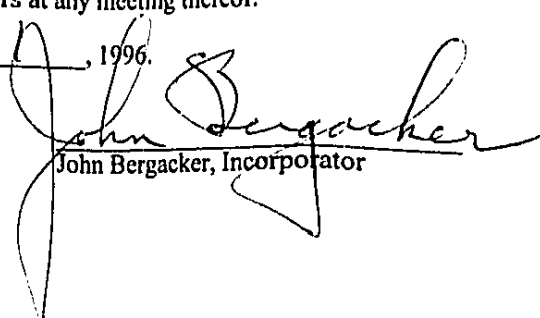
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

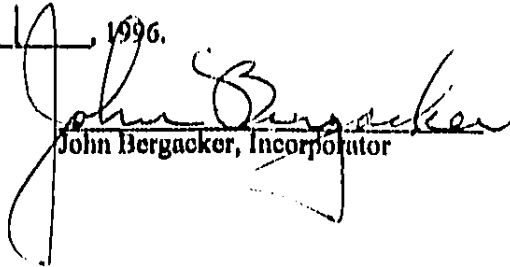
DATED THIS 1 day of April, 1996.

  
John Bergacker, Incorporator

**ARTICLE XI - BYLAWS**

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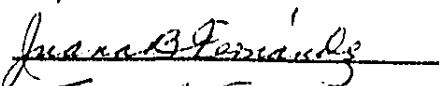
DATED THIS 1 day of April, 1996.

  
John Bergacker, Incorporator

STATE OF FLORIDA        )  
                                  )  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1 day of April, 1996, by John Bergacker,

OFFICIAL NOTARY SEAL  
JUANA B FERNANDEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC288160  
MY COMMISSION EXP. MAY 19, 1997

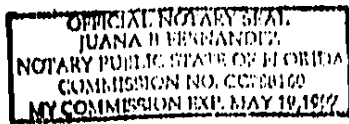
  
Juana B Fernandez  
(Print name of Notary)  
Notary Public  
Commission Number: CC 288160

who is personally known to me  
 who has produced \_\_\_\_\_ as identification

STATE OF FLORIDA  
COUNTY OF DADE

}

The foregoing instrument was acknowledged before me this 1 day of  
April, 1996, by John Bergucker,



*Juana B. Fernandez*

Juana B. Fernandez  
(Print name of Notary)

Notary Public

Commission Number: CC288160

who is personally known to me  
who has produced \_\_\_\_\_ as identification

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

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

Norineo US, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Jane Bergacker, located at 1070 East Indiantown Road, Suite 400, Jupiter, Florida 33477, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGEMENT AND ACCEPTANCE**

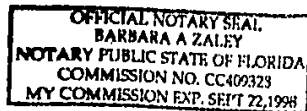
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 28, 1996

Jane Bergacker  
Jane W. Bergacker, Registered Agent

STATE OF FLORIDA            )  
  )  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 28th day of March, 1996, by Jane Bergacker,



Barbara A. Zaley  
BARBARA A ZALEY  
(Print name of Notary)  
Notary Public  
Commission Number: CC 409323

who is personally known to me  
 who has produced \_\_\_\_\_ as identification

FILED  
APR -9 AM 8:50  
NOTARY PUBLIC STATE OF FLORIDA