

PO1000016134

TRANSMITTAL LETTER

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

01 FEB 12 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

SUBJECT: MAIRRO & GAVON, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300003674979--  
-02/12/01--01134--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

- |  |   |   |   |
|--|---|---|---|
| <input type="checkbox"/> \$70.00<br>Filing Fee | <input type="checkbox"/> \$78.75<br>Filing Fee<br>& Certificate of Status | <input checked="" type="checkbox"/> \$78.75<br>Filing Fee<br>& Certified Copy | <input type="checkbox"/> \$87.50<br>Filing Fee,<br>Certified Copy<br>& Certificate of<br>Status |
|--|---|---|---|
- ADDITIONAL COPY REQUIRED**

FROM: HENNING SCHWARZKOPF  
Name (Printed or typed)

4152 BATTERSEA RD  
Address

MIAMI, FLA 33133  
City, State & Zip

(877) 295-3400  
Daytime Telephone number

→ Please return documents to this address.  
Thank you.

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

Done 2/13/01  
HV

FILED  
01 FEB 12 11:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

of

**MAIRRO & GAVON, INC.**

The undersigned incorporator, acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**ARTICLE I**

**Name**

The name of the corporation is **Mairro & Gavon, Inc.**

**ARTICLE II**

**Purposes**

The general purpose or purposes for which this corporation is initially organized shall include the transaction of any and all lawful purposes for which this corporation may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE III**

**Principal Office**

The principal place of business and mailing address of this corporation shall be at Riverside Plaza, 275 Grove Street, 4<sup>th</sup> Floor, Newton, MA 02466 .

**ARTICLE IV**

**Shares**

The total number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock of \$0.10 par value each.

**ARTICLE V**

**Initial Registered Agent and Street Address**

The name and address of the initial registered agent is Henning Schwarzkopf, 4152 Battersea Road, Miami, Florida 33133.

**ARTICLE VI**

**Initial Officers and Directors**

The following shall constitute the initial Officers and Members of the Board of Directors of the Corporation:

NAME

ADDRESS

President:  
Stefan Beise

Carl-von-Joest-Str. 29  
50389 Wesseling, Germany

Director:  
Georg Boehner

Flach-Fengler-Str. 126  
50389 Wesseling, Germany

**ARTICLE VII**

**Incorporator**

The name and street address of the incorporator of these Articles of Incorporation is:

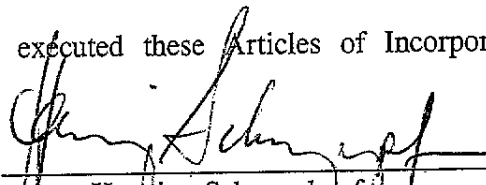
NAME

ADDRESS

Henning Schwarzkopf

4152 Battersea Road  
Miami, FL 33133

The undersigned incorporator has executed these Articles of Incorporation on February 5, 2001.

  
\_\_\_\_\_  
Henning Schwarzkopf

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED INDIVIDUAL, RESIDING IN THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

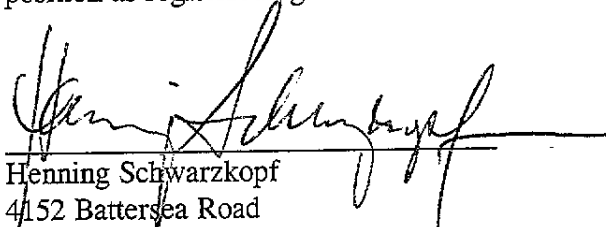
1. The name of the corporation is

Mairro & Gavon, Inc.

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

Henning Schwarzkopf  
4152 Battersea Road  
Miami, Florida 33133

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the 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.



Henning Schwarzkopf  
4152 Battersea Road  
Miami, Florida 33133  
REGISTERED AGENT

Date: February 5, 2001