

Filing and License Fee: \$230.00 minimum

ID Number:

155954



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

RECEIVED
CORPORATIONS
SECRETARY OF STATE
2006 MAY 11 PM 4:03

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Polyrack North America Corporation

~~-(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.)~~ (Strike if inapplicable)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 8,000

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles.

c/o Edwards Angell Palmer & Dodge LLP

3. The address of the initial registered office of the corporation is 2800 Financial Plaza

(Street Address, not P.O. Box)

Providence

, RI

02903

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is James R. McGuirk, Esq.

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

MAY 11 2006

By

98633

- See Exhibit A attached hereto**

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

- Name**

James R. McGuirk, Esq.

Address

c/o Edwards Angell Palmer & Dodge LLP

2800 Financial Plaza

Providence, RI 02903

- Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 11, 2006

James R. McGuirk
James R. McGuirk, Esq., Sole Incorporator

Signature of each Incorporator

EXHIBIT A

Article SIXTH: No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SIXTH shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Sec 7-1.2-811 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.2-807 (as in effect or as hereafter amended). If the Rhode Island General laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Filing and License Fee: \$310.00 minimum

ID Number:

155776



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Polyrack Corp.
2. It is incorporated under the laws of Georgia
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
N/A
 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
N/A
4. The date of its incorporation is November 8, 1999 and the period of its duration is indefinite
5. The address of its principal office in the state or country under the laws of which it is incorporated is 999 Peachtree Street, Suite 1400, Atlanta, GA 30309
6. The address of its proposed registered office in Rhode Island is 235 Promenade St., Suite 298
(Street Address, not P.O. Box)
Providence, RI 02908 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Bryan Roberti
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
 - a. sale and distribution of company's products and services
 - b. any other lawful purpose
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Name

Address

Director

Horst Rapp

Steinbeisstr. 4, D-75334-Straubenhardt/Germany

Director

Director

Director

FILED

MAY 04 2006

By AmF

97910

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Dr. Dieter Braun</u>	<u>Steinbeisstr. 4, D-75334 Straubenhardt/Germany</u>
Vice President	_____	_____
Treasurer	<u>Susanne Funk</u>	<u>Steinbeisstr. 4, D-75334 Straubenhardt/Germany</u>
Secretary	<u>Carsten Alting</u>	<u>999 Peachtree Street, Suite 1400, Atlanta, GA 30309</u>

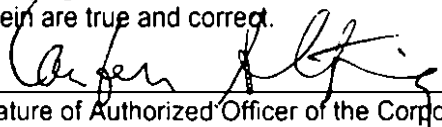
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>10,000</u>	<u>Common</u>	<u>N/A</u>	<u>without par value</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 1,800,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,800,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: April 24, 2006



Signature of Authorized Officer of the Corporation

Carsten Alting, Secretary

Type or Print Name of Authorized Officer

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : K946233
DATE INC/AUTH/FILED: 11/08/1999
JURISDICTION : GEORGIA
PRINT DATE : 04/24/2006
FORM NUMBER : 211

NELSON MULLINS RILEY & SCARBOROUGH, LLP
CARSTEN ALTING
999 PEACHTREE STREET, #1400
ATLANTA, GA 30309

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

200604241523214161



Cathy Cox
Secretary of State



Thank you for your order.

Your order ID is: 200604241523214161

[Print Certificate of Existence](#)

Certificate is in 'pdf'. If you do not have Adobe Acrobat Reader, click [here](#).



Corporation

POLYRACK CORP.

Documents	Cost	Quantity	Total Amount
Original, certified Certificate of Existence (Good Standing) can be printed at your computer if this is the ONLY item being ordered. Please Note: If you are ordering a certified Certificate of Existence along with certified copies of other documents (Articles of Incorporation, etc.), the other documents must be produced by our office and will be delivered in the manner selected. If preferred, you may order and print the certified Certificate of Existence now, and place a separate order for the other certified copies to be delivered in the manner selected.	\$10.00	1	\$10.00

Total Amount Due:

\$10.00

[Place Another Order](#)

[Return to Secretary of State](#)

If you have any questions concerning your order, please contact Corporations Division at (404)656-2817. If you have technical problems or questions, please contact GeorgiaNet at (404)651-8692.