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Wallace J.D. Weylie

BARRISTER & SOLICITOR
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350 GULF BLVD.
INDIAN ROCKS BEACH, FL 33785
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April 26, 2001

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

FILED
01 APR 30 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Incorporation of Onari Holdings (USA), Inc.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search of the name via the internet site indicated that there is no problem with using this name.

Also, enclosed is a check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to this office.

Thank you for your assistance.

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-05/01/01--01049--002
****122.50 ****78.75

Sincerely,

Ada Bartholomew

Ada Bartholomew,
Legal Assistant

F. CHESTER MAY 2 2000

ARTICLES OF INCORPORATION

OF

Onari Holdings (USA), Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Onari Holdings (USA), Inc.

The principal place of business of this corporation shall be:

2504 Gulf Blvd.
Suite #506
Indian Rocks Beach, FL. 33785

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

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ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

Horst Hoffmann
2504 Gulf Blvd.
Suite #506
Indian Rocks Beach, FL. 33785

ARTICLES VI - INCORPORATORS

The names and street addresses of the incorporators to these articles of incorporation are:

Horst Hoffmann
2504 Gulf Blvd.
Suite #506
Tampa, FL. 33785

In Witness whereof, the undersigned incorporators have executed these Articles of Incorporation this 26th day of April, 2001.

Signatures of Incorporators:

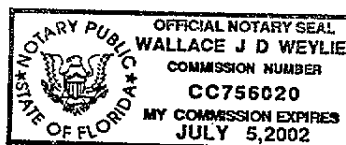

Horst Hoffmann

State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this 26th day of April, 2001 by Horst Hoffmann, who produced a International driver's license as identification and who did take an oath.


Notary Public
Commission No.



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Onari Holdings (USA), Inc.
2. The name and address of the registered agent and office is:

Wallace J.D. Weylie
350 Gulf Blvd.
Indian Rocks Beach, Florida 33785

Signature: *Josh Johnson*
Title: Incorporator
Date: *04/26/01*

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, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature *Wallace J.D. Weylie*
Wallace J.D. Weylie

Date *April 26/01*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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