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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

Account Number : 075350000353

Phone : (212)431-5000

Fax Number : (212)431-1441

FLORIDA PROFIT CORPORATION OR P.A.

FIA AMERICAS INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

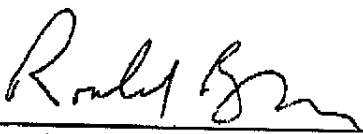
ARTICLES OF INCORPORATION**OF****FIA AMERICAS INC.**

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **FIA AMERICAS INC.**
2. The duration of the corporation shall be perpetual.
3. The purpose for which this corporation is being formed is to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares with no par value.
5. The principal address of the corporation will be:
780 Third Ave, 24th Floor, New York, NY 10017.
6. The address of the initial registered office will be **4435 Old Winter Garden Road, Orlando, FL 32811** the name of its initial registered agent at such address is **BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.**
7. The names and the addresses of the persons who shall serve as the initial Board of Directors are as follows **Robert Silbering, 780 Third Ave, 24th Floor, New York, NY 10017**
8. The name and address of the sole incorporator is:
Ronald Brown
c/o BlumbergExcelstior Corporate Services, Inc.
62 White Street, New York, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: December 6, 2001


Ronald Brown
Sole Incorporator

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Blumberg Excelstior Corporate Services
62 White Street
New York, NY 10013

ACCEPTANCE OF APPOINTMENT

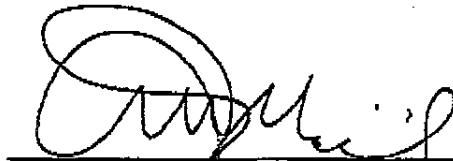
AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of

FIA AMERICAS INC.

Dated: DECEMBER 6, 2001.



BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.

Marc Moel, Assistant Secretary

Registered Agent

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013**