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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 700688 4303929

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 78.75

ORDER DATE : August 12, 2002

ORDER TIME : 11:14 AM

ORDER NO. : 700688-005

CUSTOMER NO: 4303929

300007058293--4

CUSTOMER: Ms. Sandra L. Blake
Greenberg Traurig, P.a.

1221 Brickell Avenue
21st Floor
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FLASH HOLDINGS USA CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATE
AND FINANCIAL SERVICES
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FLASH HOLDINGS USA CORP.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is FLASH HOLDINGS USA CORP., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3447 Sabal Springs Blvd., North Ft. Myers, Florida 33917.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the name and address of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Hussein A. Jibai
3447 Sabal Springs Blvd.
N. Ft. Myers, FL 33917

Pedro Karim Jebai
3447 Sabal Springs Blvd.
N. Ft. Myers, FL 33917

Fatima I. Jebai
3447 Sabal Springs Blvd.
N. Ft. Myers, FL 33917

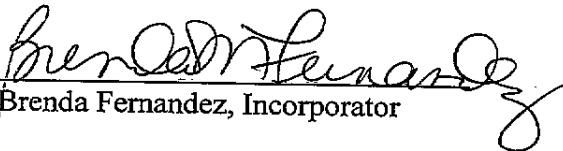
ARTICLE VI

The name of the Incorporator is Brenda Fernandez and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, FL 33131.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of August, 2002.


Brenda Fernandez, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Flash Holdings USA Corp., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


As Agent for the Registered Agent

Dated: August 12th, 2002
Cynthia L. Harris
as its agent

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