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To: Division of Corporations
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From: Account Name : FILINGS, INC.
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2002 AUG 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AMSPROP USA HOLDING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
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8/14/02
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EFFECTIVE DATE

8/9/02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

AMSPROP USA HOLDING, INC.

ARTICLE I - NAME

The name of this Corporation is AMSPROP USA HOLDING, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing as of August 9, 2002.

ARTICLE III - BUSINESS AND PURPOSE

This Corporation is organized for the following purposes:

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is set forth below, which office may be changed from time to time by the Directors of the Corporation:

2070 North Ocean Boulevard, #3
Boca Raton, FL 33429

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2070 North Ocean Boulevard, #3, Boca Raton, FL 33429 and the name of the initial registered agent of this corporation at that address is Zvi Levin.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Sir Alan Sugar
P.O. Box 4110
Boca Raton, FL 33429

Daniel Sugar
P.O. Box 4110
Boca Raton, FL 33429

Louise Baron
P.O. Box 4110
Boca Raton, FL 33429

Mr. Colin Sandy
P.O. Box 4110
Boca Raton, FL 33429

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

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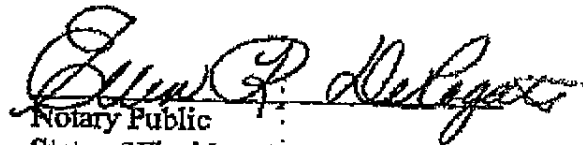
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of August, 2002.


Zvi Levin, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Zvi Levin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12 day of August, 2002.


Notary Public
State of Florida at Large

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**DESIGNATION OF REGISTERED AGENT FOR
AMSPROP USA HOLDING, INC.**

In compliance with Section 48.091, Florida Statutes, AMSPROP USA HOLDING, INC., desiring to organize and qualify under the laws of the State of Florida, hereby names Zvi Levin, located at 2070 North Ocean Boulevard, #3, Boca Raton, Florida 33431 as its agent to accept service of process within Florida.

DATED: August 12, 2002

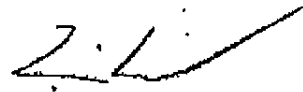


Zvi Levin, Incorporator

ACCEPTANCE

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.

DATED: August 12, 2002



Zvi Levin, Registered Agent

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