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2/25/05

LAW OFFICES
VIHLEN & SILLS, P.A.
1173 SPRING CENTRE SOUTH BOULEVARD, SUITE C
ALTAMONTE SPRINGS, FLORIDA 32714
(407) 786-2200

SIDNEY L. VIHLEN, III
PAUL M. SILLS
STEPHANIE L. BRENNAN

PLEASE REPLY TO:
POST OFFICE BOX 161554
ALTAMONTE SPRINGS, FLORIDA
32716-1554
TELECOPIER (407) 786-2247

February 16, 2005

Department of State
Division of Corporations
Attn: New Filing
409 East Gaines Street
Tallahassee, Florida 32314

FILED
2005 FEB 17 PM 2:48
TALLAHASSEE FLORIDA

RE: Filing Articles of Incorporation/ Tercet U.S.A., Inc.

Dear Sir/Madam:

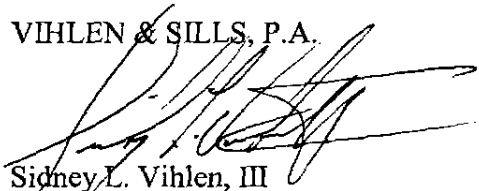
Enclosed, please find the original Articles of Incorporation of Tercet U.S.A., Inc.. for filing with your office.

Additionally, enclosed, you will find a check made payable to The Department of State, Division of Corporations, in the amount of \$78.75, representing the corporate filing fee.

Please forward to our office a certified copy of the duly filed Articles of Incorporation. If you have any questions regarding this matter, please contact our office at (407) 786-2200. Thank you for your assistance with this matter.

Sincerely,

VIHLEN & SILLS, P.A.


Sidney L. Vihlen, III

SLV,III/sab
enclosures

ARTICLES OF INCORPORATION

OF

TERCET U.S.A., INC.

FILED
2005 FEB 17 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation is:

TERCET U.S.A., INC.

ARTICLE II
CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III
PURPOSES

This corporation is formed for the purposes of engaging in any general business and business related activities as are permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with no par value. All or any part of said stock of this corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, labor or services at a just valuation to be fixed by the Board of Directors of this corporation at any regular or special meeting and any and all shares so issued shall be fully paid and non-assessable.

ARTICLE V
INITIAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 1173 Spring Centre South Boulevard, Suite C, Altamonte Springs, Florida 32714. The directors may from time to time, move the principal office to any other address in the State of Florida. The corporation shall have the privilege of having one or more branch offices at other places within or outside the State of Florida as may be deemed necessary and as may be designated from time to time by the Board of Directors of this corporation.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a 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.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

SIDNEY L. VIHLEN, III.....DIRECTOR

ARTICLE VIII
OFFICERS

The initial officers of the Corporation shall be a president, vice-president, secretary and treasurer. The initial officers shall be elected at the organizational meeting of the Board of Directors and shall serve until the first annual meeting of the Board of Directors to be held immediately following the first annual meeting of the shareholders of the corporation. Thereafter, the officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately after the annual meeting of the shareholders of the corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1173 Spring Centre South Boulevard, Suite C, Altamonte Springs, Florida 32714; and the name of the initial registered agent of this Corporation at that address is **VIHLEN & SILLS, P.A.**.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI
INDEMNIFICATION

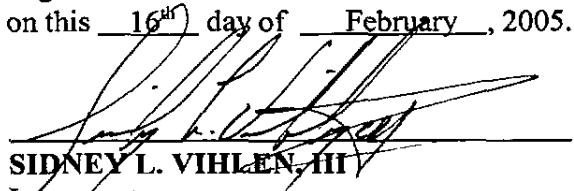
The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Sidney L. Vihlen, III
Vihlen & Sills, P.A.
1173 Spring Centre South Boulevard, Suite C
Altamonte Springs, Florida 32714

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 16th day of February, 2005.

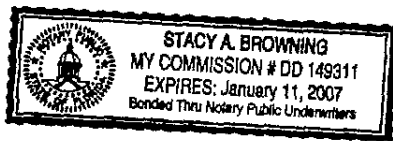

SIDNEY L. VIHLEN, III
Incorporator

STATE OF FLORIDA }
COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments, personally appeared, Sidney L. Vihlen, III, who is either personally known by me, or who produced a Driver's License as identification, and who, after being duly sworn, acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this the 16th day of February, 2005.

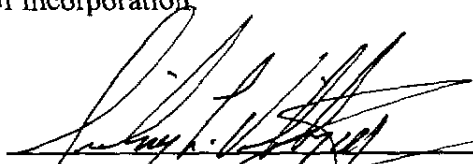
(SEAL)




Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **TERCET U.S.A., INC.**, which is contained in the foregoing Articles of Incorporation.


SIDNEY L. VIHLEN, III
Vihlen & Sills, P.A.
Registered Agent

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CLERK OF STATE
TALLAHASSEE FLORIDA