

CorpAmerica, Inc.

30 Old Rudnick Lane • Dover, Delaware 19901 • (302) 736-4300 • Fax: (302) 736-5620
Toll Free: (888) 736-4300 • Internet: <http://www.corpamerica.com>

PA97000024662

March 13, 1997

UCC Filing & Search Services
ATTN: Teresa
526 East Park Avenue
Suite 200
Tallahassee, FL 32301-2551

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****120.00 ****120.00

Re: MARK WINTER & ASSOCIATES (U.S.), INC.

Dear Teresa:

Please file the enclosed Articles of Incorporation for the above corporation. Also enclosed is our check of \$120 to cover the required filing fees and Certified Copy. Please file this on an expedited basis. Our client number is COR480.

Please return the documents VIA FEDERAL EXPRESS to:

CorpAmerica, Inc.
30 Old Rudnick Lane
Dover, DE 19901
Bill our account number: 1288-4843-6.

Please call me if there are any problems or questions at 1-800-622-6414. Thank you in advance for your assistance.

Sincerely,

[Handwritten Signature]
David M. Abel
Customer Service

97 MAR 14 AM 11:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Enclosures

[Handwritten Signature]
3/19

ARTICLES OF INCORPORATION

OF

MARK WINTER & ASSOCIATES (U.S.), 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:

MARK WINTER & ASSOCIATES (U.S.), INC.

The principal place of business of this corporation shall be:

1525 S. Andrews Avenue, Suite 216, Ft. Lauderdale, FL 33316.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

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:

Fifteen Hundred (1,500) shares at No Par Value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

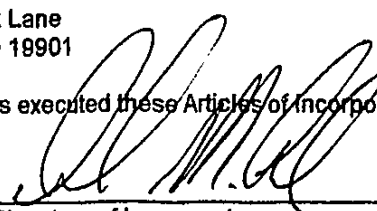
**CorpAmerica, Inc.
1525 S. Andrews Avenue, Suite 216
Ft. Lauderdale, FL 33316**

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

**David M. Abel
CorpAmerica, Inc.
30 Old Rudnick Lane
Dover, Delaware 19901**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1997.



Signature of Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: MARK WINTER & ASSOCIATES (U.S.), INC.

2. The name and address of the registered agent and office is:

CorpAmerica, Inc.
1525 S. Andrews Avenue, Suite 216
Ft. Lauderdale, FL 33316

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Rose L. Beda, Asst. Sec.

CorpAmerica, Inc., by Assistant Secretary

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TALLAHASSEE FLORIDA