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ACCOUNT NO. : 072100000032  
REFERENCE : 434929 4311639  
AUTHORIZATION : Patricia Pizit  
COST LIMIT : \$ 122.50

ORDER DATE : June 19, 1997  
ORDER TIME : 2:05 PM  
ORDER NO. : 434929-005 900002217749--8  
CUSTOMER NO: 4311639  
CUSTOMER: Irma G. Ortiz, Legal Asst  
AKERMAN SENTERFITT & EIDSON  
One Southeast Third Avenue  
28th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: DOWNUNDER TRADING (U.S.A.),  
INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- \_\_\_\_\_ PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder  
EXAMINER'S INITIALS:

RECEIVED  
97 JUN 19 AM 8:50  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 19 AM 4:18  
DIVISION OF CORPORATION

JUN 20 1997

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ARTICLES OF INCORPORATION  
OF  
DOWNUNDER TRADING (U.S.A.), INC.

FILED  
97 JUN 19 AM 8:50  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DOWNUNDER TRADING (U.S.A.), INC.

The address of the principal office of this corporation shall be c/o Charlie A. Schuette, 1 Southeast 3rd Avenue, 28th Floor, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 19, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACG/das

ALL MISSISSIPPI, FLORIDA

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