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99 DEC 27 AM 8:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 529717 89162A

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 1999

ORDER TIME : 1:03 PM

ORDER NO. : 529717-005

CUSTOMER NO: 89162A

000003081170--7

CUSTOMER: Ms. Dianelys Del Castillo  
ANANIA, BANDKLAYDER, BLACKWELL,  
ANANIA, BANDKLAYDER, BLACKWELL,  
Nationsbank Tower, Suite 4300  
100 Southeast Second Street  
Miami, FL 33131

DOMESTIC FILING

NAME: FARO HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: *PH 12/28/99*

RECEIVED  
99 DEC 27 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FARO HOLDINGS, INC.

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99 DEC 27 AM 8:35  
SECRETARY OF STATE  
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:

FARO HOLDINGS, INC.

The address of the principal office of this corporation shall be 2843 South Bay Shore Drive, Unit P3F, Miami, Florida 33133 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 100 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. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Fran Anania      2843 South Bay Shore Drive, Unit P3F,  
Dir./Pres.      Miami, Florida 33133

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 December 27, 1999.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation 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: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

CHS/jkg