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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 14, 2000

CORPORATION SERVICE COMPANY

SUBJECT: AMERIC DISC U.S.A. ENTERPRISES INC.
REF: W00000029318

FILED
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Americ Disc U.S.A. Enterprises Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 51-0404191
(FEI number, if applicable)
4. October 26, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Americ Disc Inc., 2525 rue Canadian, Drummondville, (Quebec) J2C 7W2 Canada
(Principal office address)
c/o Americ Disc Inc., 2525 rue Canadian, Drummondville, (Quebec) J2C 7W2 Canada
(Current mailing address)
8. Use and conveyance of equipment.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Mark S. Peluren, Esq.
Office Address: 100 Southeast Third Avenue, Suite 1500
Fort Lauderdale, Florida 33394
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert DoyonAddress: 2525 rue CanadienDrummondville, (Quebec) J2C 7W2 Canada

Vice Chairman: _____

Address: _____

Director: Claude RaymondAddress: 2525 rue CanadienDrummondville, (Quebec) J2C 7W2 Canada

Director: _____

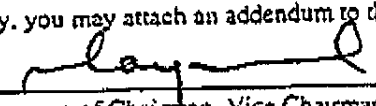
Address: _____

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B. OFFICERS

President: Robert DoyonAddress: 2525 rue CanadienDrummondville, (Quebec) J2C 7W2 CanadaVice President: Claude RaymondAddress: 2525 rue CanadienDrummondville, (Quebec) J2C 7W2 CanadaSecretary: Claude RaymondAddress: 2525 rue Canadien, Drummondville, (Quebec) J2C 7W2 CanadaTreasurer: Claude RaymondAddress: 2525 rue Canadien, Drummondville, (Quebec) J2C 7W2 Canada

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. CLAUDE RAYMOND, VICE PRESIDENT FINANCE
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERIC DISC U.S.A. ENTERPRISES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0845874

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DATE: 12-11-00

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