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January 26, 2000

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*****78.75 *****78.75

The Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Esmerk Americas, Inc.
Our File No. 3662.002

Dear Secretary of State:

Enclosed please find the original and one copy of the Articles of Incorporation and along with our firm check in the amount of \$78.75. After filing of same, please return to us the original and a certified copy in the enclosed self-addressed, stamped envelope.

Very truly yours,

Claudio Riedi, Esq.

CR/kl
Enclosures

FILED
00 JAN 31 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-400

ARTICLES OF INCORPORATION
OF
ESMERK AMERICAS, INC.

FILED
00 JAN 31 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I.

NAME

The name of the corporation shall be:

Esmerk Americas, Inc.

The principal place of business and mailing address of this corporation initially shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

ARTICLE II.
NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are 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 that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE IV
ADDRESS

The street address of the initial registered office of the corporation is 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Thomas Baur, Esq.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.
DIRECTORS

This corporation shall have 2 director(s), initially. The name and street address of the initial members of the Board of Directors are:

Antti-Pekka Pietila,
c/o Baur, Woodbridge, Reus & Klein P.A.
100 North Biscayne Boulevard, 21st Floor
Miami, Florida 33132.

Derek Cox
c/o Baur, Woodbridge, Reus & Klein P.A.
100 North Biscayne Boulevard, 21st Floor
Miami, Florida 33132.

ARTICLE VII.
INCORPORATOR

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

Thomas Baur, Esq.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

A handwritten signature in dark ink, appearing to read 'Baur', is written above a horizontal line.

Thomas Baur, Esq.
Incorporator

Esmerk Americas, Inc.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Thomas Baur, Esq., having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this January 10, 2000



Thomas Baur, Esq.

FILED
00 JAN 31 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA