

DENIS M. BURGOON, J.D.

Attorney at Law

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NEW ADDRESS

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March 16, 2000

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*****70.00 *****70.00

Corporation Division - new corporations
Florida Secretary of State
P O Box 6327
Tallahassee FL 32314

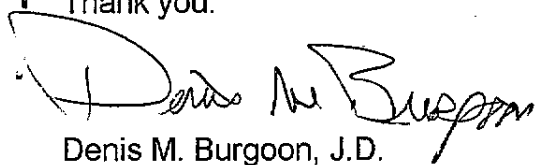
Re: Rotag USA, Inc.

Enclosed is my check #1419 for \$70.00 and the Articles of Incorporation including the Designation of and Acceptance by Registered Agent, for filing.

PLEASE ISSUE THE CHARTER EFFECTIVE March 20, 2000, or the date closest that your processing time permits.

A conformed copy of the Articles is provided for you to stamp with your filing receipt date stamp and return to me along with the Charter.

Thank you.


Denis M. Burgoon, J.D.

DMB/b

encs: 3

FILED
00 MAR 20 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-29-00

ARTICLES OF INCORPORATION

OF

ROTAG USA, INC.

FILED
00 MAR 20 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

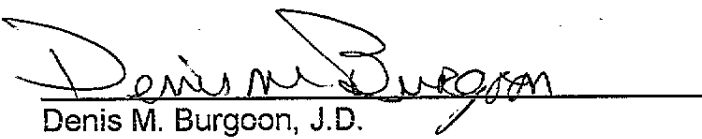
I hereby associate to form a stock corporation under Chapter 607 Florida Statutes, and set forth the following:

1. The corporation's name is. Rotag USA, Inc.
2. The corporation is organized for the purpose of transacting all lawful business for which it may be incorporated; and
3. It shall have authority to issue 500 shares of \$1.00 par, common stock.
4. The corporation mailing address is:
220 High St
Franklin OH 45005
5. The Registered Agent and Registered Office are as follows:
Denis M. Burgoon, J.D.
8456 Glade Ln
Jacksonville FL 32217

I accept Registered Agent designation:


Denis M. Burgoon

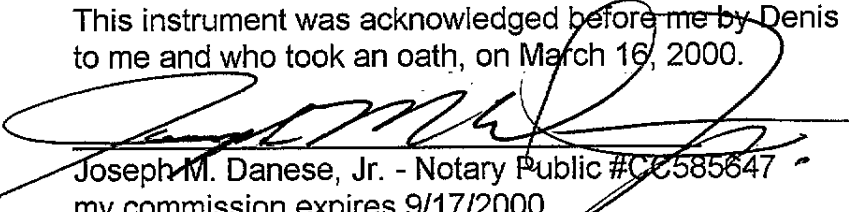
6. The incorporator is:


Denis M. Burgoon, J.D.
8456 Glade Ln
Jacksonville FL 32217

7. Corporate existence shall commence: March 20, 2000

State of Florida
County of Duval

This instrument was acknowledged before me by Denis M. Burgoon who is personally known to me and who took an oath, on March 16, 2000.


Joseph M. Danese, Jr. - Notary Public #CC585647
my commission expires 9/17/2000



JOSEPH M. DANESE JR.
Notary Public, State of Florida
My comm. expires Sept. 17, 2000