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Memorandum

To: Florida Division of Corporations

CC:

From: Magin Melendez

Date: 6/23/00

Re: New Filing

EFFECTIVE DATE

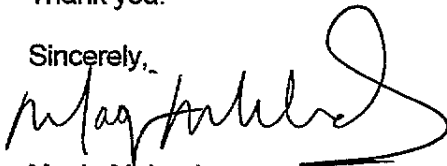
7-1-2000

To whom it may concern,

Please return as soon as possible via Fedex. I have enclosed a return envelope and airway bill for your convenience.

Thank you.

Sincerely,



Magin Melendez

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FILED
00 JUN 27 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-29-00
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ARTICLES OF INCORPORATION
OF
POLARIS NORTH AMERICA, INC.

EFFECTIVE DATE
7-1-2000

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

Article I - Corporate Name

The name of this corporation is Polaris North America, Inc.

Article II - Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$ 1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non - assessable.

Article IV - Term of Existence

This corporation shall be effective as of July 1, 2000 and shall have perpetual existence.

Article V - Registered Agent

The registered agent shall be :

Bruce Stief
3806 Oakridge Circle
Weston, Florida 33331

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

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Article VI - Board of Directors

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

Article VII - Initial Directors

The names of the initial Directors of this Corporation and their street address are:

Magin Melendez
10671 N.W. 19th Place
Pembroke Pines, Florida 33026

Bruce Stief
3806 Oakridge Circle
Weston, Florida 33331

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, which ever occurs first.

Article VIII - Conflict of Interest

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individuals contracting with this corporation.

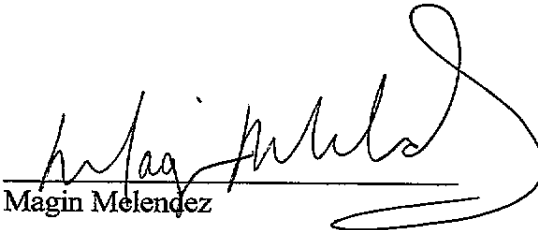
Article IX - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders Meeting by at least a majority of the stock entitled to vote thereon.

Article X - Business Location

Polaris North America, Inc.
1149 Sawgrass Corporate Parkway
Sunrise, Florida 33323

IT WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 23rd day of June 2000.


Magin Melendez

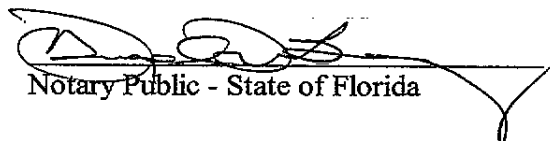
STATE OF FLORIDA)
) SS :
COUNTY OF BROWARD)

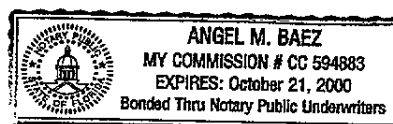
Before me, a Notary public, personally appeared,

Magin Melendez

to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness by hand and official seal at Sunrise, Florida County of Broward, this 23rd day of June 2000.


Notary Public - State of Florida

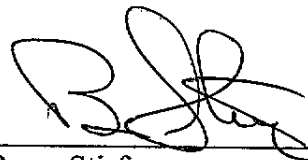


CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED.

Polaris North America, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Broward, State of Florida has named Bruce Stief, 3806 Oakridge Circle, Weston, Florida 33331 as its registered agent to accept the duties and responsibilities within this state.

ACKNOWLEDGMENT:

Having been named by Polaris North America, Inc. to accept duties and responsibilities as registered agent for said corporation, I hereby certify that I am familiar with and accept to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 23rd day of June 2000.



Bruce Stief
Registered Agent

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00 JUN 27 PM 1:44
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