

CAPITAL CONNECTION, INC.

415 Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-1270 • 1-800-342-8062 • Fax (850) 222-1222

PO1000010088

Hohenstein Institutes (USA), Inc.

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

- Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

RECEIVED
 01 JAN 26 PM 2:42
 TALLAHASSEE FLORIDA
 REGISTRAR OF CORPORATIONS
 RECEIVED
 01 JAN 26 AM 10:42
 TALLAHASSEE FLORIDA
 REGISTRAR OF CORPORATIONS

Signature _____

Requested by: SR
 Name _____ Date 1/26/01 Time 9:53

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
HOHENSTEIN INSTITUTES (USA), INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 JAN 26 PM 2:22

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **HOHENSTEIN INSTITUTES (USA), INC.**

ARTICLE II

This corporation is to have perpetual existence. The date of commencement of corporate existence shall be the date of filing.

ARTICLE III

This corporation is organized for the following purposes: To engage in every aspect and phase of testing and consultation with respect to and evaluation of scientific data from technical and clothing physiological research and textile testing services in general for the garment and textile industries; to purchase or otherwise acquire, and to loan, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description in any manner whatsoever connected with, or associated with, the maintenance, care and operation of, testing and consultation with respect to and evaluation of scientific data from technical and clothing physiological research and textile testing services in general for the garment and textile industries, and the purchase, sale, maintenance, and care of equipment, inventory, and supplies pertaining to the operation of testing and consultation with respect to and evaluation of scientific data from technical and clothing physiological research and textile testing services in general for the garment and textile industries, and to advertise and make known the services and benefits provided, and do all and everything necessary and proper for the accomplishment of any of the purposes set forth in these Articles Of Incorporation; to engage in every aspect and phase of transacting any or all lawful business, and to exercise all lawful powers necessary to effect its purposes as set forth herein.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 7,500 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose names and addresses are as follows:

Dr. Stefan Mecheels
Friedhofstrasse 28, 74366 Kirchheim/N, Germany

Dr. Karl-Heinz Umbach
18604 Demko Road, Altoona, Florida 32702

Dr. Manfred Wentz
9016 Oak Branch Drive, Apex, NC 27502

ARTICLE VIII

The initial registered agent of the corporation is **JOHN D. WEATHERFORD**. The street address of the corporation's initial registered office is **910 South Bay Street, Eustis, Florida 32726**.

ARTICLE IX

The principal place of business shall be **18604 Demko Road, Altoona, Florida 32702** and mailing address of this corporation shall be: **P.O. Box 468, Umatilla, Florida 32784**.

ARTICLE X

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

Dr. Stefan Mecheels
Friedhofstrasse 28, 74366 Kirchheim/N, Germany

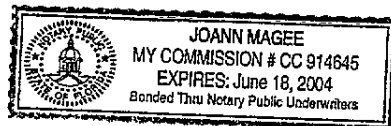
The undersigned incorporators have executed these Articles of Incorporation this 20 day of December, 2000.



Dr. Stefan Mecheels, Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

THE FOREGOING INSTRUMENT was acknowledged before me this 20th day of December, 2000, by Dr. Stefan Mecheels, who [] is personally known to me OR [X] provided GERMAN PASSPORT as identification.


Notary Public

ACCEPTANCE OF INITIAL REGISTERED AGENT

OF

HOHENSTEIN INSTITUTES (USA), INC.

I HEREBY ACCEPT the position as initial registered agent of this corporation at 910 South Bay Street, Eustis, Florida 32726, its initial registered office, and I do agree to comply with all the responsibilities of a registered agent as set forth in accordance with the laws of the State of Florida.

DATED as to the initial registered agent on the 20 day of December, 2000.


JOHN D. WEATHERFORD
Initial Registered Agent

RECEIVED
COUNTY OF STATE
HASSELT FLORIDA
JUN 26 PM 2:22
5110

**STATE OF FLORIDA
COUNTY OF LAKE**

THE FOREGOING INSTRUMENT was acknowledged before me on this 20th day of December, 2000 by **JOHN D. WEATHERFORD**, who is personally known to me OR who [] produced _____ as identification.


Notary Public

