

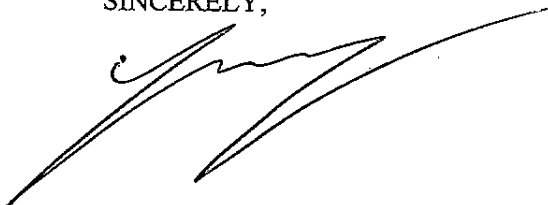
PO1000050582

DEAR SIR OR MADAME:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR TUCKER
INTERNATIONAL USA, INC. THE PHONE NUMBER IS (904) 642-0140.

PLEASE ALSO FIND ENCLOSED A CHECK FOR \$70.00 FOR THE FILING FEE. I HAVE
ENCLOSED TWO COPIES OF THE INCORPORATION PAPERS; PLEASE STAMP ONE
FILED, AND RETURN IT TO ME.

SINCERELY,



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

FILED
01 MAY 14 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 22 2001

51

EFFECTIVE
05/15/01

ARTICLES OF INCORPORATION

OF

TUCKER INTERNATIONAL USA, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 14 AM 10:49

FILED

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS TUCKER INTERNATIONAL USA, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE MAY 15, 2001.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 9800 TOUCHTON ROAD SUITE 924, JACKSONVILLE, FLORIDA 32246; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 9800 TOUCHTON ROAD SUITE 924, JACKSONVILLE, FLORIDA 32246; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS HILMI AL-SHAMI. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESSES OF PERSONS SIGNING THESE ARTICLES IS:

HILMI AL-SHAMI

9800 TOUCHTON ROAD SUITE 924

JACKSONVILLE, FLORIDA 32246

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

- 1) HILMI AL-SHAMI: 9800 TOUCHTON ROAD SUITE 924
JACKSONVILLE, FL 32246

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

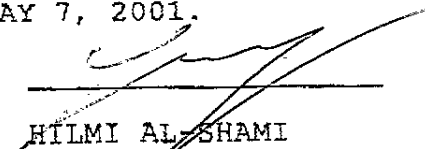
PRESIDENT: HILMI AL-SHAMI

**9800 TOUCHTON ROAD SUITE 924
JACKSONVILLE, FLORIDA 32246**

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON MAY 7, 2001.


HILMI AL-SHAMI

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

FIRST, THAT TUCKER INTERNATIONAL USA, INC. DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION AT THE CITY OF JACKSONVILLE, FL HAS NAMED:

HILMI AL-SHAMI

LOCATED AT:

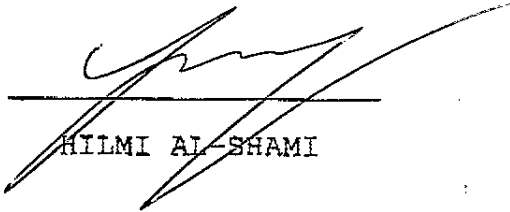
9800 TOUCHTON ROAD SUITE 924

JACKSONVILLE, FLORIDA 32246

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.


HILMI AL-SHAMI

FILED
01 MAY 14 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA