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Reply to: Fort Lauderdale

December 10, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

**Re: Articles of Incorporation of EXA USA, Inc.**

Dear Sir/Madam:

Please find enclosed an executed original Articles of Incorporation of EXA USA, Inc.

Enclosed please find this firm's check in the amount of \$78.75 which represents the following:

\$35.00	Filing Fee
\$35.00	Registered Agent Designation
\$ 8.75	Certified Copy Fee

Should there be any questions, please contact our office immediately.

Very truly yours,

*Nanette Friedland*

Nanette Friedland  
For the Firm

/nf  
Enc.

FILED  
01 DEC 12 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ps 12/12/01

**ARTICLES OF INCORPORATION**

FILED

**OF**

01 DEC 12 PM 2:55

**EXA USA, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be: **EXA USA, Inc.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE III**

**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this Corporation will begin business shall be determined by the initial Board of Directors.

**ARTICLE V**

**ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2240 Southwest 70<sup>th</sup> Avenue, Suite D, Davie, Florida 33317.

**ARTICLE VI**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VII**  
**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 2240 Southwest 70<sup>th</sup> Avenue, Suite D, Davie, Florida 33317, and the initial registered agent of this Corporation at that address shall be **SCOTT L. PESTCOE, ESQ.**

**ARTICLE VIII**  
**NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

The name and street address of the initial member of the Board of Directors is:

NAME	ADDRESS
<b>PIERRE ROCHAT</b>	<b>2240 Southwest 70<sup>th</sup> Avenue, Suite D Davie, Florida 33317</b>

The Board of Directors shall be elected as provided for in the Bylaws.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
<b>SCOTT L. PESTCOE, ESQ.</b>	<b>2240 Southwest 70<sup>th</sup> Avenue, Suite D Davie, Florida 33317</b>

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal, this 10th of December, 2001.

Shirley L. Pentec, Incoporator

THE UNDERSIGNED, named as the registered agent in Article VII of these Articles of Incorporation hereby consents to act as such registered agent.

John L. Petroe

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of December, 2001, by Scott L. Pestres, the Incorporator in, and who executed the foregoing Articles of Incorporation, and who is personally known to me or who has produced Florida Driver's License No. \_\_\_\_\_ as identification and did (did not) take an oath.

NOTARY PUBLIC

Sign:

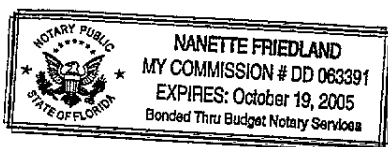
Nanette Friedman

Print:

Nanette Friedland

My Commission Expires:

(SEAL)



FILED  
01 DEC 12 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA