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DAS

FLORIDA PROFIT CORPORATION OR P.A.

DITEC AMERICA, INC.

Certificate of Status	1
Certified Copy	1
Page Count	7
Estimated Charge	\$87.50

B. McKnight JAN - 9 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 2002

CORPORATION SERVICE COMPANY

SUBJECT: DITEC AMERICA, INC.
REF: W02000000417

RESUBMIT

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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FAX Aud. #: H02000001924
Letter Number: 202A00000675

ARTICLES OF INCORPORATION
OF
DITEC USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Ditec USA, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

DITEC USA, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 3109 Stirling Road, Suite 203, Fort Lauderdale, Florida 33312. The principal office address of the corporation is c/o 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles with the Office of the Secretary of State of Florida.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having \$0.01 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133 and the name of the corporation's initial registered agent at that address is HEF Registered Agent Corp.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Name

Address

Arthur J. Furia, Esq.

2601 S. Bayshore Drive
Suite 600
Miami, Florida 33133

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

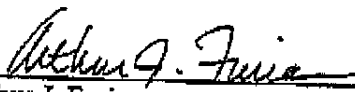
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 31st day of December, 2001.



Arthur J. Furia

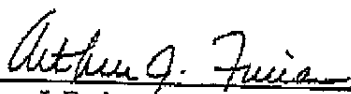
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Ditec USA, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Miami-Dade County, State of Florida, has named Arthur J. Furia as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Arthur J. Furia

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