

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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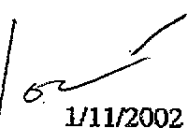
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Turbec Americas, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
TURBEC AMERICAS, INC.**

ARTICLE I

Name

The name of this corporation (the "Corporation") is:

TURBEC AMERICAS, INC.

ARTICLE II

Purpose

The general nature of the business is to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

ARTICLE III

Stock

The maximum number of shares with par value that the Corporation is authorized to have outstanding at any one time is Five Thousand (5,000) of shares of common stock, par value \$.01 per share.

ARTICLE IV

Perpetual Existence

The Corporation is to have perpetual existence.

ARTICLE V

Principal Office; Mailing Address

The principal office and mailing address of the Corporation will be at 215 Celebration Place, Suite 500, Celebration, Florida 34747 or such other address as the Board of Directors may designate from time-to-time.

H02000010559 1

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ARTICLE VI

Directors

The number of members of the Board of Directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders of the Corporation from time to time.

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the Corporation are as follows:

Mr. Irvin M. Weinstein
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

ARTICLE VIII

Registered Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of this corporation are:

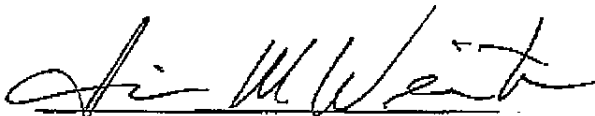
Mr. Robert Reedy
215 Celebration Place, Suite 500
Celebration, Florida 34747

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, as of this 11th day of January, 2002.


Irvin M. Weinstein, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

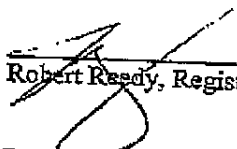
Pursuant to the provisions of section 607.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **TURBEC AMERICAS, INC.**

2. The name and address of the registered agent and office are:

Mr. Robert Reedy
215 Celebration Place, Suite 500
Celebration, Florida 34747

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Robert Reedy, Registered Agent

Date: January 11, 2002

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