

LAW OFFICES OF

P02000011223
Mark Lang & Associates

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January 25, 2002

VIA FEDERAL EXPRESS

8258 0487 7050

Secretary of State
Division of Corporations
The Capitol
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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*****80.75 *****70.75

Re: Articles of Incorporation – ROL Holdings USA, Inc.
Our File No.: 00-122

Dear Sir or Madam:

Enclosed is the original and one copy of the executed Articles of Incorporation for ROL Holdings USA, Inc., together with my check in the amount of \$80.75 itemized as follows:

\$35.00 Filing Fees
\$10.75 Certified Copy
\$35.00 Registered Agent Designation

EFFECTIVE DATE
01-25-02

As soon as the Articles have been recorded, please forward a certified copy of the Charter to me at the address printed above. A self-addressed, Federal Express envelope is enclosed for your convenience.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Mark P. Lang
MARK P. LANG

MPL/tjd
Enclosures
cc: Julian K. Haller

gj 1/31

ARTICLES OF INCORPORATION
OF
ROL HOLDINGS USA, INC.

FILED
02 JAN 28 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a corporation under the provisions of Title XXXVI, Chapter 607, Florida Statutes.

ARTICLE I

(Corporate Name)

This corporation shall be entitled ROL Holdings USA, Inc.

ARTICLE II

(Corporate Existence)

This corporation shall be incorporated for perpetual term of existence which said existence shall commence on January 25, 2002.

ARTICLE III

(Corporate Purpose)

This corporation may engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida law.

EFFECTIVE DATE
01-25-02

ARTICLE IV

(Shares)

Said corporation shall be authorized to issue:

- a. 1000 shares of common stock;
- b. 1000 shares of cumulative, non-participating, non-voting, preferred shares of stock;
and
- c. 1000 shares of voting, non-participating, common shares of stock.

There are no limitations.

FILED
02 JAN 28 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

(Opening Capital)

The corporation shall begin corporate business as of the date of corporation with beginning capital and assets of Five Hundred (\$500.00) Dollars cash.

ARTICLE VI

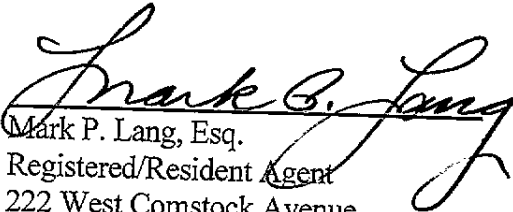
(Registered Address and Designation of Agent)

The address of the corporation's registered agent shall be 222 West Comstock Avenue, Suite 210, Winter Park, Florida 32789, and the Registered Agent is:

Mark P. Lang, Esq.

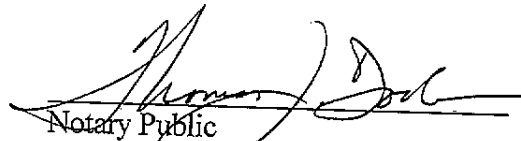
ACCEPTANCE

I agree as Registered Agent to accept Service of Process, to keep my office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

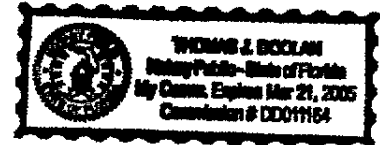

Mark P. Lang, Esq.
Registered/Resident Agent
222 West Comstock Avenue
Suite 210
Winter Park, Florida 32789

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of January, 2002, by
MARK P. LANG, Esq., who is personally known to me or has produced driver's license as
identification and who did take an oath.



Notary Public
State of Florida at Large
My Commission No.:
My Commission Expires



ARTICLE VII
(Subscribing Parties)

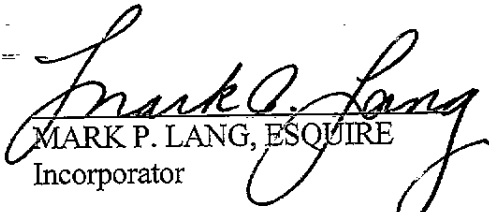
The following shall be the incorporator and subscribing party to the corporation:

Mark P. Lang, Esq.
222 West Comstock Avenue
Suite 210
Winter Park, Florida 32789

ARTICLE VIII
(Subscription)

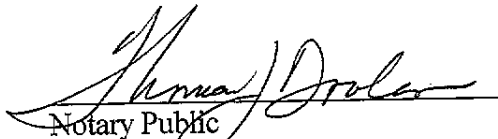
All of the property and assets of this corporation shall be held and administered to effectuate
the purposes of the corporation.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation this
25th day of January, 2002.


MARK P. LANG, ESQUIRE
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of January, 2002, by
MARK P. LANG, Esq., who is personally known to me or has produced driver's license as
identification and who did take an oath.


Notary Public
State of Florida at Large
My Commission No.:
My Commission Expires:

