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March 20, 2002

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Prodir Inc.

Dear Sir or Madam:

Enclosed is the original of the Articles of Incorporation and Registered Agent Designation for Prodir Inc. Please have the enclosed filed with the Florida Secretary of State, Division of Corporations, and return a certified copy of record of same to the attention of the undersigned at the Tampa, Florida address referenced in the above letterhead.

Also enclosed please find check no. 27809 in the amount of \$78.75 which represents payment of the following:

Filing Fee-Florida Articles of Incorporation	
and Registered Agent Designation	\$ 70.00
Certified Copy of Record	8.75
TOTAL	\$ 78.75

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 21 AM 11:09

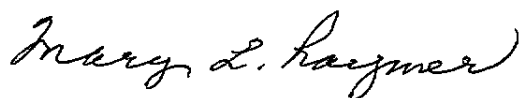
Florida Department of State

March 20, 2002

Page 2

Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me collect at (813)222-5030 rather than returning the unfiled Articles of Organization.

Sincerely,



Mary L. Raymer
Legal Assistant

LJB:mr

Enclosures

ARTICLES OF INCORPORATION
OF
PRODIR INC.

FALLU
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PRODIR INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is Zona industriale 1/2, P. O. Box 580, CH 6802, Rivera, Switzerland.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Lawrence J. Bailin	Suntrust Financial Centre, Suite 2200 401 East Jackson Street Tampa, Florida 33602

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Georgio Pagani	c/o Prodir S.A. Zona industriale 1/2 P. O. Box 580 CH 6802, Rivera, Switzerland

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Lawrence J. Bailin	Suntrust Financial Centre, Suite 2200 401 East Jackson Street Tampa, Florida 33602

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 20th day of March, 2002.

Lawrence J. Bailin
Lawrence J. Bailin, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing
Articles of Incorporation and state that I am familiar with and accept the obligations of Section
607.0501 of the Florida Statutes.

Lawrence J. Bailin
Lawrence J. Bailin, Registered Agent

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3/20/02

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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