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02 MAY -6 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 1, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100005462521--4
-05/06/02--01070--002
*****78.75 *****78.75

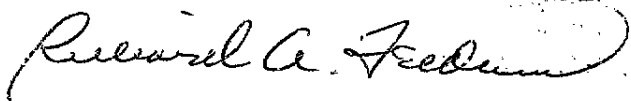
SUBJECT: HANSMANN TRUST COMPANY (USA), INC.

Dear Sirs:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and my check in the amount of \$78.75.

Please file the articles and return one (1) copy certified to me at the address stated above. With appreciation for your attention to this matter, I remain

Very truly yours,



Richard A. Feldman

RAF:sf
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HANSMANN TRUST COMPANY (USA), INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HANSMANN TRUST COMPANY (USA), INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13 Westfair Court
Dunwoody, Georgia 30328

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Five Hundred (500) shares of common stock having a nominal par value of One Dollar (\$1.00) per share.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Richard A. Feldman
1771 Branch Vine Drive
Jacksonville, Florida 32246

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Richard A. Feldman

1771 Branch Vine Drive
Jacksonville, Florida 32246

The incorporator hereof assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, the undersigned incorporator.

The undersigned has(have) executed these Articles of Incorporation this

1st day of May, 2002


Richard A. Feldman, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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: Hansmann Trust Company (USA), Inc.

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

Richard A. Feldman

(NAME)

1771 Branch Vine Drive

(ADDRESS)

Jacksonville, Florida 32246

(CITY/STATE/ZIP)

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.

SIGNATURE

Richard A. Feldman
Richard A. Feldman

DATE

May 1, 2002

STATE
TALLAHASSEE, FLORIDA

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