

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAFlorida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : SHUTTS & BOWEN, LLP, *Relicia Hickey*
Account Number : 076447000313
Phone : (305)379-9115 *9168*
Fax Number : (305)381-9982 *347-7776***FLORIDA PROFIT CORPORATION OR P.A.****DEICHMANN + CO (USA) INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
DEICHMANN + CO (USA) INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is DEICHMANN + CO (USA) INC.

ARTICLE II - ADDRESS

The principal address of the corporation is 201 S. Biscayne Boulevard, Suite 1500(AGS), Miami, Florida, 33131.

The mailing address of the corporation is 201 S. Biscayne Boulevard, Suite 1500(AGS), Miami, Florida, 33131.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Blvd., Suite 1500(AGS), Miami, Florida 33131.

ARTICLE VII - BYLAWS

The Bylaws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

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ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Alfred G. Smith, and his address is 201 S. Biscayne Boulevard, Suite 1500(AGS), Miami, Florida, 33131.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

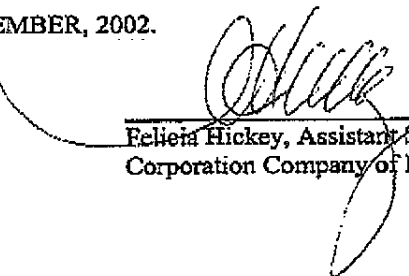
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of September, 2002.


Alfred G. Smith, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 4th DAY OF SEPTEMBER, 2002.


Felicia Hickey, Assistant Secretary of
Corporation Company of Miami