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Division of Corporations

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

FLORIDA PROFIT CORPORATION OR P.A.

LINENHALL INVESTMENTS USA, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION OF
LINENHALL INVESTMENTS USA, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.
Name and Address

The name of the Corporation is Linenhall Investments USA, Inc. The principal office, if known, or the mailing address of the Corporation is Eccleston Paddocks, Eccleston, Chester CH4 9HP, United Kingdom.

Article 2.
Duration

The duration of the Corporation is perpetual.

Article 3.
Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.
Shares

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Conroy, Coleman & Hazzard, P.A., 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105, and the name of its initial Registered Agent at that address is J. Thomas Conroy.

Article 6.Initial Board of Directors

The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

William John Taylor Barrow
45 Hadlow Road
Willaston, Neston, Cheshire CH64 2UG
United Kingdom

Lealey Jane Stananought
Eccleston Paddocks
Eccleston, Chester CH4 9HP
United Kingdom

Lawrence Lappin
257 Barefoot Beach Boulevard, #204
Bonita Springs, Florida 34134

Carolyn Lappin
257 Barefoot Beach Boulevard, #204
Bonita Springs, Florida 34134

Jill Oldak
1700 Dolphin Court
Naples, Florida 34102

Article 7
Incorporation

The name and address of the Incorporator is as follows:

Linenhall USA, Inc.
c/o Colin Stanenough
Eccleston Paddocks
Eccleston, Chester CH4 9HP
United Kingdom

Article 8
Amendments

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9
Presumptive Rights

The Corporation elects to have presumptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 10
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 30 day of October, 2002.

LINENHALL USA, INC., a Florida corporation

Colin Stanenough
By: Colin Stanenough
Its: President

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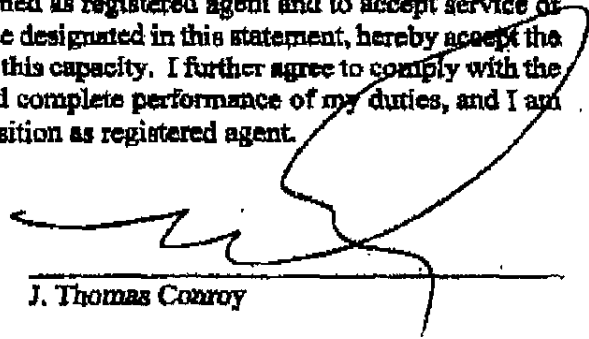
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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


J. Thomas Conroy

Date: October, 30, 2002

Corp/Lincoln Investments USA.

Lincoln Investments USA, Inc.
Articles of Incorporation
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