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LAW OFFICES

MICHAEL WEISS & ASSOCIATES, P.A.

5355 TOWN CENTER ROAD . SUITE BOI MICHAEL N. WEISS miweiss@gate.net BOCA RATON, FLORIDA 33486 TELEPHONE (561) 393-7400 FAX (561) 368-9274

MIANI OFFICE 1401 BRICKELL AVENUE, SUITE 300 Miami, Florida 33131 TELEPHONE (305) 358-1500 FAX (305) 358-1921

CHRISTINE J. ALDEN * calden@gate.net GINA POLO gpolo@gate.net EDWARD BENDIK ** jebendik@aol.com

* ADMITTED IN TX

** ADMITTED IN NY

November 8, 2002

Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

> Articles of Incorporation Re:

Dear Sir/Madam:

Enclosed for immediate filing are two (2) originals of Articles of Incorporation of De Jong Group USA, Inc., together with a check for filing fees in the amount of \$78.50.

Please return a file-stamped copy to this office using the enclosed envelope.

Very truly yours,

Michael N. Weiss

MNW/ja **Enclosures**

ARTICLES OF INCORPORATION OF De Jong Group USA, Inc.

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SECRETARIASSEE, FLORIDA

ARTICLE 1 NAME

The name of this Corporation is De Jong Group USA, Inc.

ARTICLE 2 PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 5355 Town Center Road, Suite 801, Boca Raton, FL 33486.

ARTICLE 3 MAILING ADDRESS

The mailing address of this Corporation shall be 5355 Town Center Road, Suite 801, Boca Raton, FL 33486.

ARTICLE 4 PURPOSES AND POWERS

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

ARTICLE 5 CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation at that address is Michael N. Weiss.

ARTICLE 7 INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Michael N. Weiss, 5355 Town Center Road, Suite 801, Boca Raton, FL 33486.

ARTICLE 8 AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 8th day of November, 2002

Michael N. Weiss, Incorporator

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SEGRETRALI OF STATE TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT FOR

De Jong Group USA, Inc.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

De Jong Group USA, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Michael N. Weiss, located at 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, County of Palm Beach, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.

Michael N. Weiss