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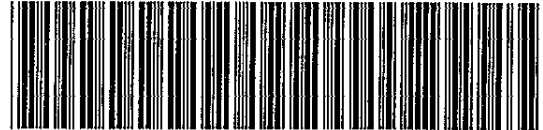
(Business Entity Name)

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02 DEC 16 AM 10:03

SECRETARY OF STATE
TALLAHASSEE FL 32304

12/16/02

TRANSMITTAL LETTER

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

SUBJECT: Mantel USA Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: L. Paternostre-Lo

Name (Printed or typed)

4428 Beauchamp Ct

Address

Sarasota, Florida 34243

City, State & Zip

757 630 3858 / 757 630 3857

Daytime Telephone number

CERTIFICATE OF DOMESTICATION

The undersigned, Lilian Paternostre-Lo, Secretary Treasurer,
(Name) (Title)

of Mantel USA Inc. a foreign Corporation,
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed is May 16, 2002.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is Virginia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is Mantel USA Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Mantel USA Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is Florida.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am L. Paternostre-Lo, of Mantel USA Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 1st day of December 2002.


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
OF
MANTEL USA INC.

FILED
02 DEC 16 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Chapter 607, F.S.

ARTICLE I

NAME

The name of the Corporation is Mantel USA Inc.

ARTICLE II

PRINCIPAL OFFICE

The address of the Corporation's registered office shall be 4428 Beauchamp Ct, Sarasota, Florida 34243, and the name of the city in which the registered office is located is Sarasota. The mailing address shall be P.O. Box 1418, Sarasota, Florida 34230.

ARTICLE III

CORPORATE PURPOSE

To transact any and all lawful business, not required to be specifically stated in these Articles of Incorporation, for which corporations may be incorporated under the laws of the Commonwealth of Florida. The Corporation shall have all corporate powers, of every nature and description, provided by Florida law.

ARTICLE IV

AUTHORIZED SHARES

The Corporation is authorized to issue 5,000 shares of common stock, no par value.

ARTICLE V

REGISTERED AGENT

The name and Florida street address of the registered agent of the Corporation is Lilian Paternostre-Lo, 4428 Beauchamp Ct, Sarasota, Florida 34243.

ARTICLE VI

SHAREHOLDER ACTION

At a shareholders' meeting may be taken without a meeting and without prior notice, if the action is taken by shareholders who would be entitled to vote at a meeting of holders of outstanding shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote thereon were present and voted. Any such action shall be evidenced by one or more written consents described in the action taken, signed by the shareholders entitled to take such action without a meeting, and delivered to the Secretary of the Corporation for inclusion in the corporate minutes.

ARTICLE VII

PREEMPTIVE RIGHTS

No shareholder of the Corporation shall have preemptive rights to acquire unissued shares of the Corporation's stock or other securities.

ARTICLE VIII

LIMITATION OF LIABILITY

Permits the limitation or elimination of the liability of directors or officers of the Corporation in any proceeding brought by or in the right of the Corporation or by or on behalf of shareholders of the Corporation, and provided that a director or officer shall not have engaged in (i) any breach of his or her duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve willful misconduct or a knowing violation of law, or (iii) any transactions from which the director or officer derived an improper or personal benefit, then such a director or officer shall not be liable to the Corporation for monetary damages.

ARTICLE IX

EFFECTIVE DATE

These Articles of Incorporation are to become effective as of the date filed.

ARTICLE X

INCORPORATION

Name and address of the Incorporator for these articles of incorporation is: is Lilian Paternostre-Lo, 4428 Beauchamp Ct, Sarasota, Florida 34243

DATED at Sarasota, Florida, this 29th day of September, 2002

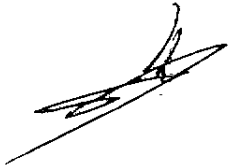
Signature of Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent, Lilian Paternostre-Lo

A handwritten signature in black ink, appearing to be 'Lilian Paternostre-Lo', written over a horizontal line.

Signature/Incorporator, Lilian Paternostre-Lo

A handwritten signature in black ink, appearing to be 'Lilian Paternostre-Lo', written over a horizontal line.