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

From:
Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

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FLORIDA PROFIT CORPORATION OR P.A.

METAMARK USA, INC.

Certificate of Status	0
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TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

Metamark USA, Inc.

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

ARTICLE I: NAME

The name of the corporation is **Metamark USA, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **1862 NW 82nd Avenue, Miami, FL 33126.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares having a par value one-dollar (\$1.00) of per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Scott W. Fallar, 8777 San Jose Blvd., #A200, Jacksonville, FL 32217.

ARTICLE V: INCORPORATOR

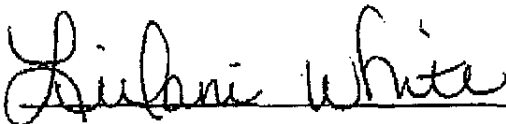
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Stephen Richard Alsford, The White Lodge, Mark Way Godalming, Surrey GU7 2BQ. James Michael Stuart, 19 Calla Drive, Garstang, Preston Lancs PR3 1JN. Godfrey Mark Bateson, Inverlune, Aldcliffe, Lancaster LA1 5AR.

The undersigned has executed these Articles of Incorporation this 14th day of May 2003.

"Capital Connection, Inc. by Leilani White, Client Representative"

A handwritten signature in cursive script, reading "Leilani White", is written over a horizontal line.

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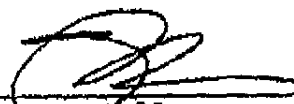
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted: Metamark USA, Inc.

The name and address of the Registered Agent of this corporation is:

Scott W. Fallar
8777 San Jose Boulevard
Building A, Suite 200
Jacksonville, Florida 32217

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, Scott W. Fallar hereby agrees to act in this capacity, and he further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Scott W. Fallar
Registered Agent

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TALLAHASSEE FLORIDA

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