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

From: Account Name : ACE INDUSTRIES, INC.  
Account Number : 070744001530  
Phone : (305) 358-2571  
Fax Number : (305) 373-7718

FLORIDA PROFIT CORPORATION OR P.A.

NIPPY INVESTMENTS (USA), INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Articles of Incorporation of:  
**NIPPY INVESTMENTS (USA), INC.**

Article I Name:  
**NIPPY INVESTMENTS (USA), INC.**

Article II Principal Office:  
301 N. Cattlemen Road, Suite 205  
Sarasota, Florida 34232

Article III Capital Stock:  
The Corporation is authorized to have 7,500 shares of common stock with par value of \$1.00 (one dollar) each

Article IV Terms of Existence:  
The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

Article V Nature of business:  
This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.

Article VI Name & Address of Incorporator (s)  
Gary Capon  
301 N. Cattlemen Road, Suite 205  
Sarasota, Florida 34232

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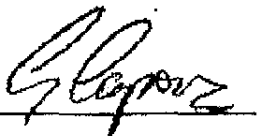
Article VII Initial Board of Directors:

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the one initial Director of this corporation is:

Gary Capon, President  
301 N. Cattlemen Road, Suite 205  
Sarasota, Florida 34232

The undersigned have executed these articles of incorporation this:

26th of June, 2003

Signature: 

Name: Gary Capon

Title: President

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Certificate of Designation Registered Agent/Registered Office

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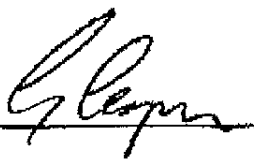
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The name of the Corporation is:

NIPPY INVESTMENTS (USA), INC.

The name and address of the registered agent and office is:

Gary Capon  
301 N. Cattlemen Road, Suite 205  
Sarasota, Florida 34232

Signature: 

Name: Gary Capon

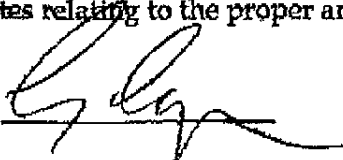
Title: President

Date: 06/26/03

Acceptance of appointment as  
Registered Agent for

NIPPY INVESTMENTS (USA), INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I 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.

Signature: 

Name: Gary Capon

Title: President

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