

PO3 000156469

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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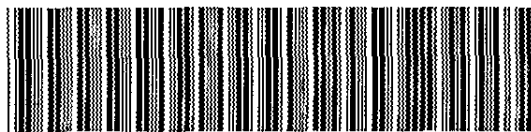
(Business Entity Name)

(Document Number)

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LAW OFFICES
PACKMAN, NEUWAHL & ROSENBERG

SUITE 125
1500 SAN REMO AVENUE
CORAL GABLES, FLORIDA 33146

BRUCE BARTON PACKMAN (1943-2001)
MALCOLM H. NEUWAHL
MICHAEL ROSENBERG
DENNIS GINSBURG
ROBERT A. STAMEN
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TODD N. ROSENBERG
THAIS ALVAREZ

TELEPHONE (305) 665-3311
TELEFAX (305) 665-1244
WWW.PNRLAW.COM
Sender's e-mail: oye@pnrlaw.com

June 14, 2004

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

Attention: Lyn Turley-Shoffstall
Management Review Specialist

RE: Yip USA, Corp., (the "Corporation")
Our File No. 6951F(a)

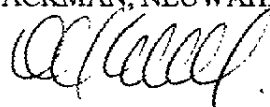
Dear Ms. Turley-Shoffstall:

As per your request in your letter dated June 7, 2004, enclosed herewith please find attached a copy of the filed Articles of Incorporation for the Corporation. Please keep these copies for your records.

If you need further assistance, please do not hesitate to contact me.

Very truly yours,

PACKMAN, NEUWAHL & ROSENBERG


OSELIA Y. ESPINAL
Legal Assistant

Oye/
Enclosure

cc: Luc Giroux (via e-mail: Luc@yipusa.com)
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ARTICLES OF INCORPORATION

of

YIP USA, CORP.

FILED
STATE
CLERK OF STATE
DIVISION OF CORPORATIONS
03 DEC 24 PM 4:00

The undersigned hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be YIP USA, Corp. The address of the principal office of this corporation shall be 1221 Brickell Avenue, Suite 950, Miami Florida 33131 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock at \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTOR

The names and addresses of the initial Officers and Director are:

Luc Giroux	President/Secretary/Director
1221 Brickell Avenue	
Suite 950	
Miami, Florida 33131	

Aim Angarita	Vice President
1221 Brickell Avenue	
Suite 950	
Miami, Florida 33131	

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc., has executed these articles of incorporation on December 23, 2003.

UCC Filing & Search Services, Inc.

By: Alison Hand
Alison Hand, Assistant Secretary

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

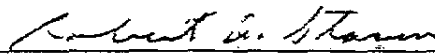
1. The name of the corporation is:

YIP USA, Corp.

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

**ATRIUM REGISTERED AGENTS, INC.
1500 SAN REMO AVENUE
SUITE 125
CORAL GABLES, FL 33146**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ROBERT A. STAMEN, Director
and Vice President

Date: December 23, 2003

03 DEC 24 PM 4:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS