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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 426109 7134552

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 78.75

ORDER DATE : February 5, 2004

ORDER TIME : 1:32 PM

ORDER NO. : 426109-005

CUSTOMER NO: 7134552

CUSTOMER: Neil F. Lewis, Esq
Neil F. Lewis, Esq

Suite 210
505 East Jackson Street
Tampa, FL 33602

DOMESTIC FILING

NAME: BARCOL-AIR USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
BARCOL-AIR USA, INC.

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In compliance with the requirements of Florida Statutes Chapter 607 and 621, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a corporation.

ARTICLE I

The name of the corporation shall be Barcol-Air USA, Inc.

ARTICLE II

The existence of the corporation shall begin on September 5, 2003.

ARTICLE III

The street address of the principal office of the corporation is:

Barcol-Air USA, Inc.
4335 Waterford Landing Drive
Lutz, FL 33558

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1000, at initial value of \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The street address of the Professional Association's registered agent is:

Neil F. Lewis, P.A.
505 East Jackson Street, Suite 213
Tampa, FL 33602

The initial registered agent for the Professional Association at that address is:

Neil F. Lewis, Esq.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors are:

Name	Address
Colin Batten	4335 Waterford Landing Drive Lutz, FL 33765

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Neil F. Lewis, Esq.	505 East Jackson Street, Suite 213 Tampa, FL 33602

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The corporation is formed for any lawful purpose.

ARTICLE X

The initial officers of the corporation shall be:

Title	Name	Address
President	Colin Batten	4335 Waterford Landing Drive Lutz, FL 33765
Vice President	Colin Batten	4335 Waterford Landing Drive Lutz, FL 33765
Secretary	Colin Batten	4335 Waterford Landing Drive Lutz, FL 33765
Treasurer	Elizabeth Batten	4335 Waterford Landing Drive Lutz, FL 33765

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4th day of February, 2004



Neil F. Lewis, Esq.
505 East Jackson Street, Suite 213
Tampa, FL 33602
(813) 226-2144

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Barcol-Air USA, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).



Neil F. Lewis, Esq.

Date: February 4, 2004

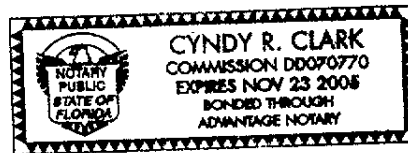
Document prepared by:
Neil F. Lewis, Esq.
Neil F. Lewis, P.A.
505 East Jackson Street, Suite 213
Tampa, FL 33602
(813) 226-2144
fax (813) 226-2145

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared Neil F. Lewis, Esq., personally known to me, who executed the foregoing Articles of Incorporation as incorporator and Resident Agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 4th day of February, 2004.

Cyndy R. Clark
NOTARY PUBLIC



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