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**FLORIDA PROFIT CORPORATION OR P.A.**

**STERK USA, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
STERK USA, INC.**

**ARTICLE I - NAME**

The name of the corporation is Sterk USA, Inc. (hereinafter called the "Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is c/o Steel Hector & Davis LLP, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The name and address of the initial director is Peter van Halteren, c/o Steel Hector & Davis LLP, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

**ARTICLE VI - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

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**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Barry G. Craig, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of December, 2004.

By:   
Barry G. Craig, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

Sterk USA, Inc., desiring to organize under the laws of the State of Florida, has designated Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and 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 a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 29 day of December, 2004.

PENINSULA REGISTERED AGENTS, INC.

By:   
LeeAnn Brehm, Vice President

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