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To:

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

From:

Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT. LAUDERDAL
Account Number : I19990000012
Phone : (954) 468-1355
Fax Number : (954) 523-1722

FLORIDA PROFIT CORPORATION OR P.A.

IQ MICRO (USA) INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
IQ MICRO (USA) INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is IQ Micro (USA) Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

500 Australian Avenue South, Ste. 700
West Palm Beach, FL 33401

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V**CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of \$.001) per share.

ARTICLE VI**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 500 E. Broward Boulevard, Suite 1400, Fort Lauderdale, FL, 33394, and the name of the initial Registered Agent of the Corporation at that address is Valdes-Fauli Corporate Services, Inc.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
JOHNNY CHRISTIANSEN	500 Australian Avenue South, Ste. 700 West Palm Beach, FL 33401
ROBERT V. RUDMAN	500 Australian Avenue South, Ste. 700 West Palm Beach, FL 33401

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ARTICLE VIII**INCORPORATOR**

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	Gunster, Yoakley & Stewart, P.A. 500 E. Broward Boulevard, Ste. 1400 Fort Lauderdale, FL 33394

ARTICLE IX**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of July, 2005.


ROBERT C. WHITE, JR.
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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 on behalf of Valdes-Fauli Corporate Services, Inc., 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, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated: July 20, 2005VALDES-FAULI CORPORATE
SERVICES, INC.

By: 
JAMES B. DAVIS
Vice President