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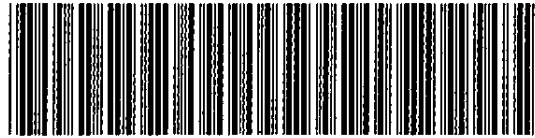
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. Shivers JUL 30 2008  
601-34756  
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**TRANSMITTAL LETTER**

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

SUBJECT: GenTek USA, Inc.



Enclosed is an original and one (1) copy of the articles of incorporation and a check for:  
***\$78.75 Filing Fee & Certificate***

From: Chen Peng  
333 W 41<sup>st</sup> Street, Suite 510  
Miami Beach, Florida 33140  
(305) 975-0512

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GenTek USA, INC.**

*The undersigned incorporators, for the purpose of forming a corporation for profit under Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation.*

**ARTICLE 1 NAME**

The name of the corporation shall be: GenTek USA, Inc.

**ARTICLE 2 PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

333 W 41st Street, Suite 510  
Miami Beach, Florida 33140  
(305) 673 - 1060

**ARTICLE 3 CORPORATE CAPITALIZATION**

3.1 The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **TEN THOUSAND (10,000)** shares of common, each share having the par value of ONE U.S. DOLLAR (US\$1.00).

3.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

3.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for

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such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

3.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 4 INITIAL REGISTERED AGENT AND STREET ADDRESS**

The address of the corporation's initial registered office is GenTek USA, Inc., located at 333 W 41<sup>st</sup> Street, Suite 510, Miami Beach, Florida 33140. The name and address of the registered agent is Chen Peng, GenTek USA, Inc., 333 W 41<sup>st</sup> Street, Suite 510, Miami Beach, Florida 33140.

#### **ARTICLE 5 INCORPORATORS**

The names and addresses of the incorporators are:

Chen Peng  
333 W 41st Street, Suite 510  
Miami Beach, Florida 33140

#### **ARTICLE 6 NATURE OF BUSINESS**

The corporation shall engage in import and export activities or businesses permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE 7 POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 8 TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE 9 TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable of other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 10 BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of The Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

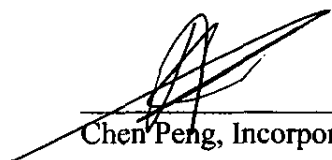
## **ARTICLE 11 EFFECTIVE DATE**

These articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 12 AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged any filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th day of July, 2008.

  
Chen Peng, Incorporator

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

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

1. The name of the corporation is: GenTek USA, Inc.
2. The name and address of the registered agent and office is:

Chen Peng  
GenTek USA, Inc.  
333 W 41<sup>st</sup> Street, Suite 510  
Miami Beach, FL 33140

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*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 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.*

  
(SIGNATURE)

07/25/08  
(DATE)