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1/06/95

FLORIDA DIVISION OF CORPORATIONS

12:33 AM

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((H95000000216)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

409 EAST GAINES STREET

PALM BEACH FL 33480-

GALLAHADSEE, FL 32399

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((H95000000216)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SEGRO INTERNATIONAL CORPORATION

FAX AUDIT NUMBER: H95000000216

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/06/1995

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ENTER SELECTION AND <CR>:

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M. BRIM JAN 6 1995

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FLORIDA DIVISION OF CORPORATIONS

95 JAN -6 PM 1:11

RECEIVED

PO01

TO 19049224000

FROM EDWARDS & ANGELL 01-06-95 12:42PM

ARTICLES OF INCORPORATION
OF
SEGRO INTERNATIONAL CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be SEGRO International Corporation.

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 total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 per value per share.

ARTICLE IV. ADDRESS

The mailing address of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the name of the initial registered agent of the corporation at that address is Edwin F. Russo.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FAX AUDIT #H95000000216
Edwin F. Russo
Florida Bar # 069661
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and street address of the initial member of the Board of Directors is:

Edwin F. Russo

250 Royal Palm Way, Suite 300
Palm Beach, Florida 33480

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

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

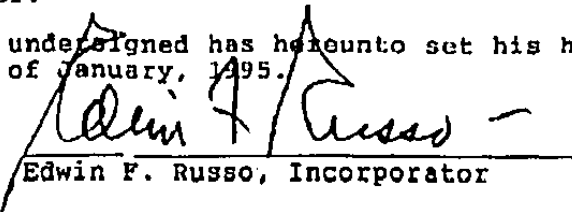
Edwin F. Russo

250 Royal Palm Way, Suite 300
Palm Beach, FL 33480

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6th day of January, 1995.


Edwin F. Russo, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements
of Chapter 48.091, Florida Statutes:

SEGRO International Corporation, desiring to organize under
the laws of the State of Florida with its registered office, as
indicated in the Articles of Incorporation, in the Town of Palm
Beach, County of Palm Beach, State of Florida, has named Edwin F.
Russo, located at 250 Royal Palm Way, Suite 300, Palm Beach,
Florida 33480, 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 accept to act in this capacity and agree to
comply with the provisions of Chapter 48.091, F.S. relative to
keeping open said office.

Accepted this 6th day of January, 1995.


Edwin F. Russo, Registered Agent

01-02-95 09:52AM

TO 84076558719

P004



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 1994

**REBECCA F. BLACK
EDWARDS & ANGELL
260 ROYAL PALM WAY P. O. BOX 3403
PALM BEACH, FL 33480**

The name **SEGRO INTERNATIONAL CORPORATION** has been reserved for 120 days beginning December 30, 1994. The reservation number is **R9400006143** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-8000, the Name Availability Section.

Tammy Hampton

Letter number: 984A00054981

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

P006

TO 19049224000

FROM EDWARDS & ANGELL 01-06-95 12:42PM