

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FEB 20 1995

BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN

Will Pick Up 2:20 122RE: Vanstahl U.S.A.Inc.

C.C. FEE.

DISBURSED

Exp. Exposed

Art. of Inc. File

Cor. Record Search

Ltd. Partnership File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, _____ Copies

Courier Service

Shipping/Handling

Phone () _____

Top Priority

Express Mail Prep.

FAX () _____ pgs.

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
VANSTAHL U.S.A., INC.

FILED
95 FEB 20 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is VANSTAHL U.S.A., INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$ 1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 S. Tamiami Trail Ste#303, Sarasota, Florida 34239 and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Jeanine Letouche
913 McEwen Drive
Osprey, Fl 34229

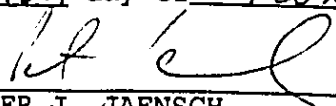
ARTICLE VII - Incorporator

Peter J. Jaensch
3400 S. Tamiami Trail Ste#303
Sarasota, FL 34239

ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

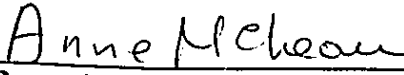
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of February, 1995.


PETER J. JAENSCH

**STATE OF FLORIDA
COUNTY OF SARASOTA**

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, PETER J. JAENSCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

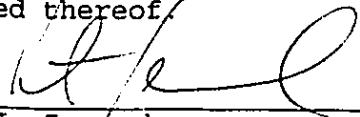
WITNESS my hand and official seal in the state and county aforesaid this 16th day of February, 1995.


Anne McLean



ANNE MCLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.


Peter J. Jaensch

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS
SUBMITTED:

FIRST THAT VANSTAHL U.S.A., INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
SARASOTA, STATE OF FLORIDA, HAS NAMED Peter J. Jaensch, LOCATED AT
3400 S. Tamiami Trail Ste#303, CITY OF SARASOTA, STATE OF FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE _____

(CORPORATE OFFICER)

TITLE _____

DATE _____

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.

SIGNATURE _____

Peter J. Jaensch

DATE _____

FILED
FEB 20 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA