

P9500018232

CHAMPION U.S.A.
9350 S.W. 118 PLACE
MIAMI, FL 33186
305-854-4547

January 17, 1995

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

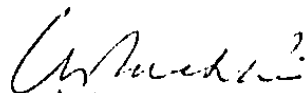
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As Incorporator, I submit the enclosed Articles of Incorporation for a new corporation to be named Champion U.S.A., Inc.

A check is enclosed to cover filing fee, registered agent designation, and a certified copy.

Please address all correspondence to me, the corporation's registered agent, at the address indicated on this letterhead.

Very truly yours,



Gul N. Mahtani
Incorporator

Enclosures-2

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TALLAHASSEE, FL
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ARTICLES of INCORPORATION

of

CHAMPION U.S.A., INC.

I, the undersigned incorporator of this Corporation under Chapter 607, Florida Statute, as amended, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is Champion U.S.A., Inc. The principal office of this corporation is 9350 S.W. 118 Place, Miami, FL 33186.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The general nature of business to be conducted by this corporation is to engage in the transaction of any or all lawful business for which a corporation may be incorporated pursuant to the laws of the State of Florida. Said corporation shall have all the corporate powers and authority permitted or allowed by the laws of the State of Florida to carry out the lawful business of the corporation.

ARTICLE IV

The total number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, at a valuation to be fixed by the Board of Directors, in a manner provided for by statute, and the stock issued shall be fully paid and non-assessable.

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The initial registered agent and the street address of the initial registered agent of the Corporation is:

Gul N. Mahtani
9350 S.W. 118 Place
Miami, FL 33186

ARTICLE VI

The names and addresses for the first Board of Directors and Officers of the Corporation, who, subject to the provisions of the Certificate of Incorporation, By-laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, are as follows:

Gul N. Mahtani
9350 S.W. 118 Place
Miami, FL 33186

President, Director

Gobind P. Mahtani
9350 S.W. 118 Place
Miami, FL 33186

Vice President, Secretary,
Director

David S. Ensignia
9350 S.W. 118 Place
Miami, FL 33186

Treasurer, Director

ARTICLE VII

The Board of Directors of this Corporation shall conduct the business of the Corporation and shall be responsible for the management of the affairs of the Corporation. All decisions affecting the business or management of the Corporation shall be majority consent of the Board of Directors.

ARTICLE VIII

The name and address of the incorporator is:


Gul N. Mahtani
9350 S.W. 118 Place
Miami, FL 33186

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal By-Laws at their pleasure, so long as such By-Laws are in accordance with the laws of the State of Florida.

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation.

Dated this 17th day of January, 1995,



Gul N. Mahtani, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Gul N. Mahtani.

Dated this 17th day of January, 1995,



Gul N. Mahtani, Registered Agent

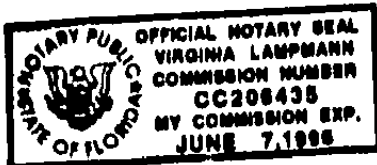
State of Florida)
) ss.
County of Dade)

I HEREBY CERTIFY that on this day personally appeared before me, Gul N. Mahtani, known to me to be the person described in, and who signed, the foregoing Articles of Incorporation, as Incorporator, and he acknowledged before me that he signed the same for purposes therein expressed.

WITNESS my hand and official seal this 17th day of January, 1995, in the County of Dade, State of Florida.

Virginia Lampmann
Notary Public

My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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