

Charter Number Only

P95000018429

3-1/2
Requester's Name
Kramer & Suckerman
Address
4000 Nallywood Blvd
Nallywood, R 33081
City State ZIP Phone
966-2112

VALUATION ONLY

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-03/07/95--01074--003
****122.50 ****122.50

CORPORATION(S) NAME

ZUARDU'S USA, Inc.

FILED
MAR - 7 1995
MAR 7 1995



Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. SIMS MAR - 7 1995

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

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is ZWAARDVIS USA, INC.

**ARTICLE II
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

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

ROBERT M. KRAMER
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Blvd., Ste. 485-South
Hollywood, Florida 33021

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person to serve as member of the initial board of directors is:

A.A.J. Van der Lande
c/o Kramer, Green, Zuckerman & Kahn, P.A.
4000 Hollywood Blvd., Ste. 485-South
Hollywood, Florida 33021

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

ROBERT M. KRAMER
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Blvd., Ste. 485-South
Hollywood, Florida 33021

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE IX
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is:

4000 Hollywood Blvd.
Suite 485-South
Hollywood, FL 33021

Executed by the undersigned on the 1st day of March, 1995.

Robert M. Kramer
ROBERT M. KRAMER, INCORPORATOR

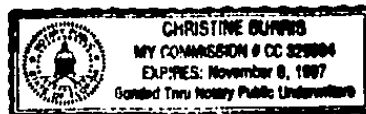
STATE OF FLORIDA }
 } S.S.
COUNTY OF BROWARD }

BEFORE ME personally appeared ROBERT M. KRAMER to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me and did not take an oath

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 1st day of March, 1995.

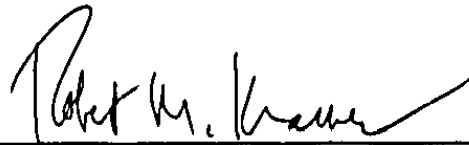
Christine Bennis
NOTARY PUBLIC

(seal)



ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERT M. KRAMER, REGISTERED AGENT

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CLERK OF DISTRICT COURT
STATE OF FLORIDA
JACKSONVILLE