

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0310

800-342-8086

CSC networks
PRINCETON, NJ
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0021000003

REFERENCE : 627599 8306A

AUTHORIZATION *Patricia R. Smith*

COST LIMIT : \$ 122.50

ORDER DATE : June 27, 1995

ORDER TIME : 2:55 PM

500001525755

ORDER NO. : 627599

CUSTOMER NO: 8306A

CUSTOMER: Ms. Lisa Docherty
MANELLA KLAPHOLZ & HOCHSZTEIN
P.A.
2206 Hollywood Boulevard
Hollywood, FL 33020

DOMESTIC FILING

NAME: TECHNOMAC USA, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

EXAMINER'S INITIALS:

T. BROWN JUN 29 1995

FILED
95 JUN 28 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TECHNOMAC USA, INC.

FILED
95 JUN 28 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TECHNOMAC USA, INC.

The address of the principal office of this corporation shall be c/o Manella, Klapholz & Hochsztein P.A., 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Blvd., Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The names and street addresses of the initial members of the Board of Directors are:

Alain Bourre	48 Hendricks Isle
Dir.	Fort Lauderdale, Florida 33020

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alain Bourre	48 Hendricks Isle
Pres./Sec./Treas.	Fort Lauderdale, Florida 33301
Nicholas Bourre	Same
V.Pres.	

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Numbers of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XI. RESTRICTION OF NEW STOCK

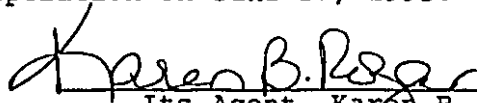
No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE XII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on June 27, 1995.


Its Agent, Karen B. Rozar
Incorporator

FILED
95 JUN 28 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Ross Manella, an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

Technomac USA, Inc.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____


Ross Manella