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GARY M. FERNALD
ATTORNEY AT LAW

LEGAL ARTS BUILDING, SUITE ONE
601 SOUTH FORT HARRISON AVENUE
CLEARWATER, FLORIDA 34616

(813) 447-2200
FAX (813) 443-1424

June 22, 1995

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

RECEIVED
JUL 13 1995
CORPORATE DIVISION

Re: ISA INCORPORATED

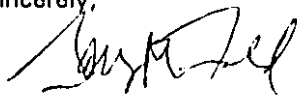
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing a check in the amount of \$122.50, covering:

\$35.00 - Filing Fee
\$35.00 - Certificate Designating Registered Agent
\$52.50 - Certified Copy

Sincerely,



Gary M. Fernald

GMF/cr
Enclosure

VICKIE J. WHITFIELD JUL 13 1995

RECEIVED
JUL 13 1995
CORPORATE DIVISION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 29, 1995

GAFIY M. FERNALD
LEGAL ARTS BUILDING, SUITE ONE
501 SOUTH FORT HARRISON AVENUE
CLEARWATER, FL 34616

SUBJECT: ISA INCORPORATED
Ref. Number: W95000013286

We have received your document for ISA INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 795A00032000

ARTICLES OF INCORPORATION

OF

ISA BRAZIL, INCORPORATED
~~ISA INCORPORATED~~

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

ARTICLE I

NAME

The name of the corporation shall be ISA BRAZIL, INCORPORATED
~~ISA INCORPORATED~~, and the principal place of business of the corporation shall be

2113 Gulf Boulevard
Indian Rocks Beach, Florida 34635

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares common stock at \$1.00 par value.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of the State of Florida.

ARTICLE V

OFFICERS DIRECTORS

This corporation shall have one (1) Director 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 street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their

successors are elected :

STEVEN W. SWANK
2113 Gulf Boulevard
Indian Rocks Beach, FL 34635

ARTICLE VI
INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

STEVEN W. SWANK
2113 Gulf Boulevard
Indian Rocks Beach, FL 34635

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

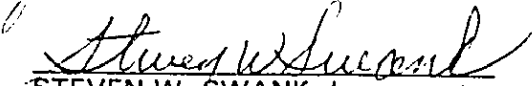
ARTICLE VIII
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE IX
AMENDMENT

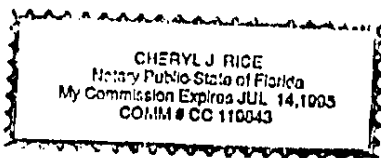
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 22nd day of June, 1995.


STEVEN W. SWANK, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged and sworn to before me this 22
day of June, 1995 by STEVEN W. SWANK, of ~~ISA INCORPORATED~~ ISA BRAZIL, INCORPORATED, who is
personally known to me or who has produced _____ as identification and
who ~~did~~ (did not) take an oath.



Notary Seal:

Cheryl J. Rice
Notary Public

Cheryl J. Rice
Printed Name of Notary

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered agent, in the State of Florida.

1. The name of the corporation is ~~ISA INCORPORATED~~ ISA BRAZIL, INCORPORATED.
2. The name and address of the registered agent is Steven W. Swank, 2113 Gulf Boulevard, Indian Rocks Beach, Florida 34635. 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, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Steven W. Swank
STEVEN W. SWANK

DATED: 6-22-95