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CREATIONS

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TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
 DEPARTMENT OF STATE 401 OCEAN DR
 STATE OF FLORIDA SUITE 312
 409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
 TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
 PHONE: (305) 672-0686
 FAX: (904) 922-4000 FAX: (305) 672-9110

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FRIMER USA COMPANY
 FAX AUDIT NUMBER: H9500008885 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 08/11/1995 TIME REQUESTED: 12:23:38
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
 NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 073171003004

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CREATED



FLORIDA DEPARTMENT OF STATE
Sandra B. Minthorn
Secretary of State

August 14, 1995

CORPORATE CREATIONS INTERNATIONAL INC.

MIAMI BEACH, FL 33139

SUBJECT: FREMER USA CORP.
REF: W95000016251

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please complete Article(s) VII.

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) 487-6934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000000005
Letter Number: 395AD0037867

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95000008885

Articles of Incorporation
of
Frener USA Company

Article I. Name

The name of this Florida corporation is:

Frener USA Company

Article II. Address

The mailing address of the Corporation is:

Frener USA Company
1050 NW 44th Terrace, Suite 106
Miami, FL 33178

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Hiram Cortes

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 11, 1995

The undersigned incorporator executed these Articles of Incorporation on August 14, 1995



Corporate Creations International Inc.
Joseph P. Mata
Vice President

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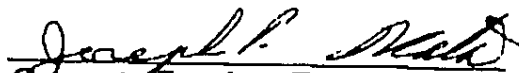
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

CORPORATION:
Frener USA Company

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Joseph P. Mata
Vice President

Date: August 11, 1995

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0688

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