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September 1, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEP 1 1995

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

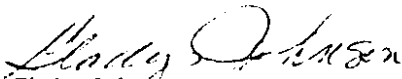
RE: Articles of Incorporation for **Eurema USA, Inc.**

Dear Sirs:

Enclosed is an original and one copy of the aforementioned Articles of Incorporation to be filed with the Secretary of State. Also enclosed is a check in the amount of \$131.25, which will cover the certified copy being returned and the Certificate of Status. Please return to the address below.

Should you require any further information, please do not hesitate to call.

Sincerely,


Gladys Johnson
2742 East Dellwood Drive
Eustis, FL 32726
904/357-8513

/pj

Enclosures

95 SEP -6 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these articles of incorporation are natural persons competent to contract and form a corporation under the laws of the State of Florida.

ARTICLE I. Name. The name of this corporation is **Eurema USA, Inc.**

ARTICLE II. Nature of Business. The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes

ARTICLE III. Capital Stock. Capital Stock authorized to be issued is: One hundred (100) Shares of Capital Stock, \$ 10 par value per share. The stock is to be issued in the following manner:

99 Shares of Capital Stock	to	Trudy Blum
1 Share of Capital Stock	to	Rudy Blum

ARTICLE IV. Initial Capital. The amount of capital with which this corporation shall begin business is One Hundred Dollars US (\$100).

ARTICLE V. Term of Existence. The corporation is to exist perpetually.

ARTICLE VI. Address. The address of the principal office of this corporation is: Post Office Drawer 400, Eustis, FL 32727-0400, USA. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VII. Directors. The corporation shall have the following initial directors:

Trudy Blum	Post Office Drawer 400	Eustis, FL 32727-0400
Rudolf Blum	Post Office Drawer 400	Eustis, FL 32727-0400

ARTICLE VIII. Officers. The initial officers of the corporation are as follows:

Trudy Blum	President
Rudy Blum	Vice-President

Elections shall be held annually and the Board of Directors are charged with electing the officers of the corporation.

ARTICLE IX. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others. This right to purchase shall be done without issuance of fractional shares.

ARTICLE X. Incorporators. Name and address of the incorporators signing these articles are Trudy Blum, Post Office Drawer 400, Eustis, FL 32727-0400 and Rudolf Blum, Post Office Drawer 400, Eustis, FL 32727-0400.

ARTICLE XI. Fundamental Corporate Changes. Any fundamental corporate change involving a tender offer for the corporation, merger, consolidation or other reorganization shall require the majority vote of 75% of all outstanding common shares. This requirement shall not apply when acquiring or forming subsidiaries that are at least 80% owned by the corporation.

ARTICLE XII. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 28th day of August, 1995.



TRUDY BLUM, Incorporator



RUDOLF BLUM, Incorporator

SWISS CONFEDERATION
CANTON AND CITY OF ZÜRICH
CORPORATE OFFICE OF THE
UNITED STATES OF AMERICA

} ss {

SS:

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared **TRUDY BLUM** to me known, or who produced the following identification Swiss passport and **RUDOLF BLUM** to me known, or who produced the following identification Swiss passport and known by

me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal this 28th day of AUGUST, 1995.

Lawrence Garrod

Notary Public

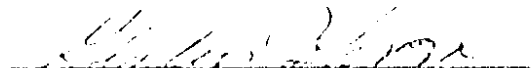
Vice Consul of the United States
of America at Zurich, Switzerland
duly commissioned and qualified

My Commission Expires: indef.

ADDENDUM TO ARTICLES OF INCORPORATION

The corporation, **EUREMA USA, INC.**, hereby designates Gladys Johnson, as Registered Agent for the service of process, with the registered office being 2742 East Dellwood Drive, Eustis, FL 32726

Said Registered Agent having been named to accept service of process for the corporation, at the aforementioned address, agrees to act in this capacity and agrees to comply with the provisions of the Florida Statutes relative thereto. Said Registered Agent shows his agreement by signing below


GLADYS JOHNSON, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA