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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: FAB-T CORP. AGENTS, INC.  
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((H95000010320))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THEORY (U.S.A.), CORP.

FAX AUDIT NUMBER: H95000010320

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/13/1995

TIME REQUESTED: 10:34:55

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**ARTICLES OF INCORPORATION****OF**THEORY (U.S.A.), CORP.

FILED  
 95 SEP 15 PM 1:40  
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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: THEORY (U.S.A.), CORP.

The principal place of business of this corporation shall be: 7301 N.W. 12th St. Miami, FL 33126

**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, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares \$ 1.00 par value  
 Shareholder: Theory Importacao E Comercio de Informatica Ltda. 100% of the shares

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Alex R. Campos 7301 N.W. 12th St. Miami, FL 33126

Marco A. Gomes 7301 N.W. 12th St. Miami, FL 33126

Prepared by: Alex R. Campos  
 7301 N.W. 12th St.  
 Miami FL 33126

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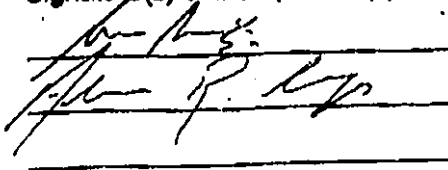
**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Alex R. Campos and Marco A. Gomes 7301 N.W. 12th St. Miami, FL 33126

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15th day of September, 1995

Signature(s) of Incorporator(s)

The block contains two handwritten signatures in cursive script, written over two horizontal lines. The first signature is for Alex R. Campos and the second is for Marco A. Gomes.

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

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 statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THEORY(U.S.A.), CORP.

2. The name and address of the registered agent and office is:

Alex R. Campos  
(P.O. BOX NOT ACCEPTABLE)  
7301 N.W. 12th St. Miami, FL 33126  
(CITY/STATE/ZIP)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE 

TITLE Director

DATE 9/15/95

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.

SIGNATURE 

DATE 9/15/95

REGISTERED AGENT FILING FEE: