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DEPARTMENT OF STATE 1002 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
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TALLAHASSEE FL 32304
FAX: (904) 922-4000 CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SKITEC USA, INC.
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

SKITMC USA, INC.

**ARTICLE I
NAME**

The name of this Corporation is SKITMC USA, INC.

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
STOCK**

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

**ARTICLE V
DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are LIONEL VERRUE and RODOLPHE LEGRAND, the address of both is 306 Alcazar Ave., Suite 204, Coral Gables, FL 33134.

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 283436
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-915-4111

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is
RODOLPHE LEGRAND, 306 Alcazar Ave., Suite 204, Coral Gables, FL
33134.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 306
Alcazar Ave., Suite 204, Coral Gables, FL 33134.

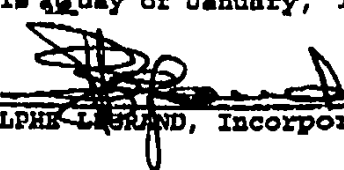
**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless
and insure its officers and directors to the fullest extent
permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

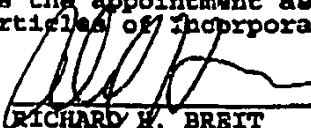
This Corporation shall have perpetual existence unless sooner
dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 26 day of January, 1996.


RODOLPHE LEGRAND, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered
agent contained in the foregoing Articles of Incorporation.


RICHARD E. BREIT

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