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(Register's Name)

(Address)

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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96 JUN 26 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

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OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Examiner's Initials

ARTICLES OF INCORPORATION OF
HOLD-THYSSEN USA, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, forms a corporation under the laws of the State of Florida.

RECEIVED
SECRETARY OF STATE
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ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name and principal address of the corporation is HOLD-THYSSEN USA, INC., 1230 Hillcrest Street, Suite 105, Orlando, Florida, 32803.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at one time is five hundred (500) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1230 Hillcrest Street, Suite 105, Orlando,

Florida, 32803, and the name of the initial registered agent of the corporation at that address is Robert P. Hold.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist from the date subscribed and acknowledged below.

ARTICLE VI. DIRECTORS

This corporation shall have three Directors initially. The names and street addresses of the initial Directors are as follows:

Robert P. Hold
1230 East Hillcrest Street, Suite 105
Orlando, FL 32803

Peter Thyssen
1230 East Hillcrest Street, Suite 105
Orlando, FL 32803

Joan E. Celli
1230 East Hillcrest Street, Suite 105
Orlando, FL 32803

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are as follows:

President: Robert P. Hold
1230 East Hillcrest Street, Suite 105
Orlando, FL 32803

Secretary/Treasurer: Peter Thyssen
1230 East Hillcrest Street, Suite 105
Orlando, FL 32803

Vice-President: Joan E. Celli

1230 East Hillcrest Street, Suite 105
Orlando, FL 32803

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is Robert P. Hold,
1230 East Hillcrest Street, Suite 105, Orlando, Florida 32803.

EXECUTED this 24th day of January, 1996.



ROBERT P. HOLD

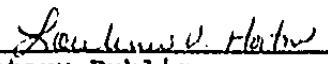
RECORDED
JAN 26 PM 9:09
STATE
SECRETARY OF
FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

24th The foregoing instrument was acknowledged before me on January
1996, by ROBERT P. HOLD, who is personally known to me and who
did take an oath.



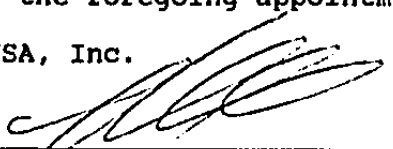
LOU ANN V. HORTON
My Commission CC474806
Expires Jul. 22, 1999
Bonded by HAI
800-422-1866



Notary Public
Printed Name: Lou Ann V. Horton
Comm No.: CC474806
Comm. Expires: 7/22/99

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as
Registered Agent for Hold-Thyssen USA, Inc.



Robert P. Hold
1230 East Hillcrest Street, Suite 105
Orlando, FL 32803