

P96000020675

PATRICK W. GOULD
2424 OKEECHOBEE LANE
FT. LAUDERDALE, FL 33312

March 1, 1996

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

RECEIVED
MAR 1 1996
TALLAHASSEE, FL

Reference: GULF RUBBER USA INC.

Gentlemen:


Enclosed please find the original and one copy of Articles Of Incorporation, together with a check in the amount of \$70.00.

This represents the cost of Filing Fees , Certified Copy of the Articles and the fee for the Registered Agent Designation for the above corporation.

If we have overlooked something our toll free telephone number is 800 366-9702.

Very Truly Yours,

Patrick W. Gould

3/6/96


**Articles of Incorporation
of
GULF RUBBER USA INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I- Corporate Name

The name of the corporation is:

GULF RUBBER USA INC.

Article II - Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III - Purpose

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capitol Stock

The corporation is authorized to issue One Thousand shares (1000) of One Dollar (\$1.00 USD) par value Common Stock, which shall be designated "Common Shares"

Article V - Initial Registered Office and Agent

The principal office and mailing address of the corporation is:

Gulf Rubber USA Inc.

Patrick Gould

2424 Okeechobee Lane

Fort Lauderdale, FL 33312

The name and the street address of the Initial Registered Agent of this Corporation is the same as above.

Article VI - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Patrick W. Gould

2424 Okeechobee Lane

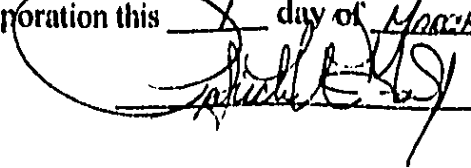
Fort Lauderdale, FL 33312

Article VII - Incorporator

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Patrick W. Gould
2424 Okeechobee Lane
Ft. Lauderdale, FL 33312

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of March, 1996

 (seal)

State of Florida

County of FLORIDA

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared


Patrick W. Gould

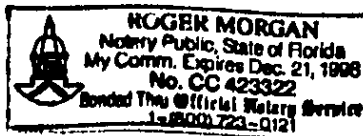
known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

In WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1 day of 3, 1996.

Notary Public, State of Florida at Large

My Commission expires:


ROGER MORGAN



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT
of
GULF RUBBER USA INC.**

Pursuant to Florida Statutes Section 48.019 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the articles of Incorporation at

2424 Okeechobee Lane

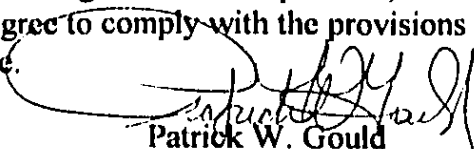
Ft. Lauderdale, FL 33312

has named PATRICK W. GOULD

at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Patrick W. Gould
Registered Agent