

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0000
904-222-0900 FAX

800-342-8000



Handwritten: 160022976

ACCOUNT NO. : 072100000032

REFERENCE : 877141 7106250

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 70.00

ORDER DATE : March 11, 1996

ORDER TIME : 5:17 PM

ORDER NO. : 877141

CUSTOMER NO: 7106250

000000742070

CUSTOMER: Mr. Wayne R. Sampson
MR. WAYNE R. SAMPSON

19390 Collins Avenue
Apt 1603
Miami, FL 33160-2232

DOMESTIC FILING

NAME: SHYE USA-FLORIDA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

FILED
96 MAR 13 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR 13 PM 1:04
DIVISION OF CORPORATIONS

T. BROWN MAR 14 1996

FILED
96 MAR 13 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHYE USA-FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHYE USA-FLORIDA, INC.

The address of the principal office of this corporation shall be 19390 Collins Avenue, Apt. 1603, North Miami Beach, Florida 33160-2232, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

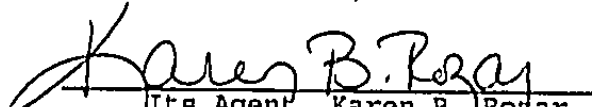
Wayne R. Sampson	19390 Collins Avenue, Suite 1603 North Miami Beach, Florida 33160-2232
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

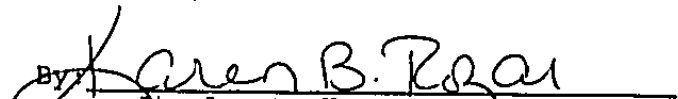
Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on March 12, 1996.


Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By 
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

DGS