

P96000032347

John Bergacker
1009 N.E. 104 Street
Miami Shores, FL 33138

April 2, 1996

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

Re: Norinco USA, Inc.

To Whom It May Concern:

Enclosed please find the original, plus one copy, of the Articles of Incorporation for the above-referenced corporation. We would appreciate your filing the original with the state and forwarding a certified copy back to our office.

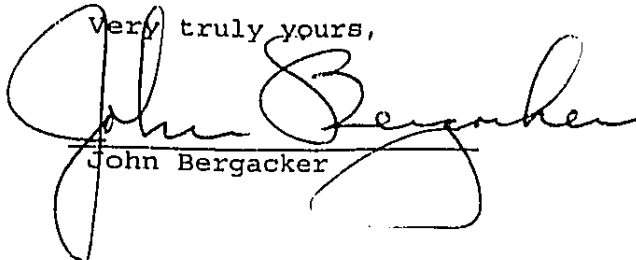
In support of our request, we have enclosed a check in the amount of \$122.50 which represents the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

TOTAL	\$122.50

Thank you for your attention to this matter. If you should have any questions or require any additional information, please do not hesitate to contact us.

Very truly yours,


John Bergacker

JB/jbf

Enclosures

4/15/96
TB

**ARTICLES OF INCORPORATION
OF
NORINCO USA, INC.**

RECEIVED
FEB 17 1980
FEB 17 1980
FEB 17 1980

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Norinco USA, Inc.

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be the date of the filing of these Articles with the Secretary of State of Florida and the duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants of other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in

duration, at or within which, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 1070 East Indiantown Road, Suite 400, Jupiter, Florida 33477 and the name of its initial registered agent at that address is Jane W. Bergacker. The principal place of business shall be at 1009 N.E. 104 Street, Miami Shores, Florida 33138.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person who is to serve as directors until the first annual meeting of shareholders, or until his successors are elected and qualified, as appointed by the Incorporator of the Corporation, is:

Name

John Bergacker

Address

1009 N.E. 104 Street
Miami Shores, Florida 33138

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Name

Address

John Bergacker

1009 N.E. 104 Street
Miami Shores, Florida 33138

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

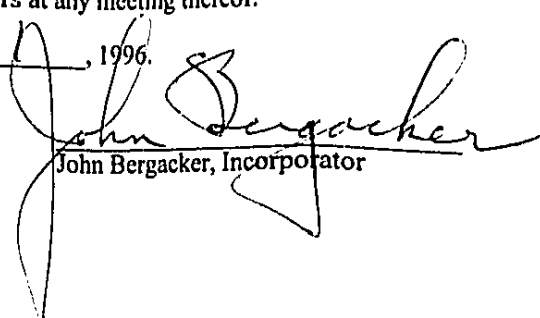
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 1 day of April, 1996.


John Bergacker, Incorporator

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

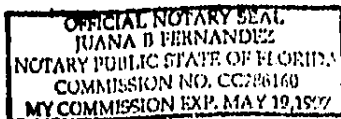
DATED THIS 1 day of April, 1996.

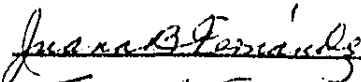

John Bergacker, Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1 day of April, 1996, by John Bergacker,



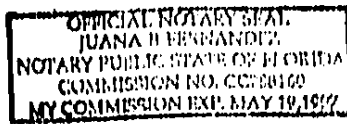

Juana B. Fernandez
(Print name of Notary)
Notary Public
Commission Number: CC 288160

☒ who is personally known to me
☐ who has produced _____ as identification

STATE OF FLORIDA
COUNTY OF DADE

}

The foregoing instrument was acknowledged before me this 7 day of
April, 1996, by John Bergucker,



Juana B. Fernandez

Juana B. Fernandez
(Print name of Notary)

Notary Public

Commission Number: CC288160

[1]

who is personally known to me
who has produced _____

as identification

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**


In compliance with the Florida Statutes, the following is submitted:

Norineco US, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Jane Bergacker, located at 1070 East Indiantown Road, Suite 400, Jupiter, Florida 33477, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

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.

DATED: March 1, 1996


Jane W. Bergacker, Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of March, 1996, by Jane Bergacker,

**OFFICIAL NOTARY SEAL,
BARBARA A ZALEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC409323
MY COMMISSION EXP. SEPT 22, 1998**

Barbara P. Talley
BARBARA P. TALLEY
 (Print name of Notary)
 Notary Public
 Commission Number: *00409325*

☒ who is personally known to me
☐ who has produced _____ as identification