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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

DEPARTMENT OF STATE

100 NE THIRD AVE

STATE OF FLORIDA

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409 EAST GAINES STREET

FT LAUDERDALE FL 33301-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: TND US HOLDING CORP.

FAX AUDIT NUMBER: H96000006896

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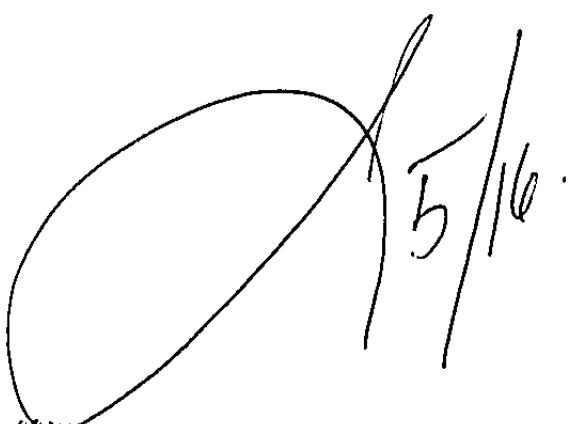
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

96 MAY 15 PM 4:34

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FAX AUDIT NO. H96000006896

ARTICLES OF INCORPORATION
OF
TND US HOLDING CORP.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of TND US HOLDING CORP., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is TND US HOLDING CORP. and the street address of the initial principal office of the Corporation is c/o Mr. Norbert Kreyer, 10 Northeast Third Street, Fort Lauderdale, Florida 33301.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Three Hundred Thousand (300,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

PREPARED BY: Jonathan J. Lichtman, Esquire
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 0717053

FAX AUDIT NO. H96000006896

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ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

NameAddress

Norbert Nothing

c/o Mr. Norbert Kreyer
10 Northeast Third Street
Fort Lauderdale, Florida 33301

Dirk A. Nething

c/o Mr. Norbert Kreyer
10 Northeast Third Street
Fort Lauderdale, Florida 33301ARTICLE VIINCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of May, 1996.



JONATHAN J. LICHTMAN, Incorporator

FAX AUDIT NO. H96000006896

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for TND US HOLDING CORP. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: May 15, 1996

By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA