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FLORIDA DIVISION OF CORPORATIONS

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FROM: CARLTON, FIELDS, WARD, KEMMUEL, SMI

DEPARTMENT OF STATE

ONE HARBOUR PLACE

STATE OF FLORIDA

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409 EAST GAINES STREET

TAMPA FL 33601-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MAZZIV (U.S.), INC.

FAX AUDIT NUMBER: H96000006970

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TALLAHASSEE, FLORIDA

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AUDIT NO. H96000006970

CARLTON FIELDS
ATTORNEYS AT LAW

ONE HARBOUR PLAZA
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TAMPA, FLORIDA 33602-3799

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DATE: May 17, 1996
TO: Division of Corporations
COMPANY: Florida Department of State
TELEPHONE NO.: (904) 487-6052
TELECOPIER TEL. NO.: (904) 922-4000

FROM: Charlene Carpenter, Legal Assistant
CLIENT/MATTER NO. 33131/66567

TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER) 5

MESSAGE: Attached please find an electronic cover sheet and confirmation letter for the electronic filing of the Articles of Incorporation for our client, Mazziv (U.S.), Inc. Thank you.

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone (if long distance, please call collect) and return the original message to us at the above address via the U.S. Postal Service. Thank you.

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CARLTON FIELDS

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777 S. HARMON (MIAMI) BOULEVARD
TAMPA, FLORIDA 33602-3777

MAILING ADDRESS:
P.O. BOX 3339, TAMPA, FL 33601-3339
TEL (813) 333-7000 FAX (813) 333-4111

AUDIT NO. H96000006970

May 17, 1996

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Mazziv (U.S.), Inc.

Gentlemen:

Please accept this letter as confirmation of the electronic
filing of the Articles of Incorporation for Mazziv (U.S.), Inc.

Thank you for your attention to this matter.

Sincerely,



Charlene Carpenter
Legal Assistant

/bcc

Enclosures

pc: Paul C. Davis, Esquire

AUDIT NO. H96000006970

T8480601.1

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

AUDIT NO. H96000006970

**ARTICLES OF INCORPORATION
OF
MAZZIV (U.S.), INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Mazziv (U.S.), Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 21919 Chemin Dumberry, Vaudreuil, Quebec, Canada J7V 5P7.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, Tampa, Florida 33602, and the name of its initial registered agent at that address is Paul C. Davis, Esquire.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Address

Paul C. Davis, Esquire

One Harbour Place, Tampa, FL 33602

Prepared by: Paul C. Davis, Esquire
Carlton Fields
One Harbour Place
Tampa, FL 33602
Fla. Bar No. 283691

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TALLAHASSEE, FLORIDA

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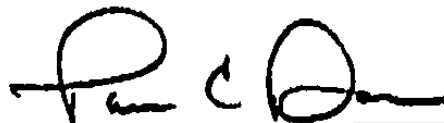
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ARTICLE VI
Initial Director

The corporation initially shall have one (1) director, whose name and address is:

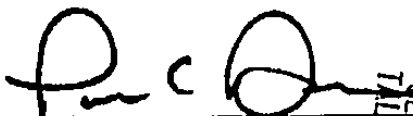
<u>Name</u>	<u>Address</u>
Ivonis Mazzarolo	21919 Chemin Dumberry Vaudreuil, Quebec Canada J7V SP7

Dated this 16th day of May, 1996.

PAUL C. DAVIS, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 16th day of May, 1996.

PAUL C. DAVIS, Registered Agent

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