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PRESENTED PARTY ACCOUNT NO. : 07210000032

REFERENCE: 960758 81350A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: May 21, 1996

ORDER TIME: 9:23 AM

ORDER NO. : 960758

CUSTOMER NO: 81350A

CUSTOMER: Bruce E. Stuteman, Esq

DALE, BALD & ALTES, P.A.

Suite 1100

200 West Forsyth Street Jacksonville, FL 32202

DOMESTIC FILING

NAME: EAGLE USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

1 00000 1 8:38236 1 -05/21/96--01098--016 ++++122.50 +>++122.50

DALE, BALD & ALTES

PHOPERSIONAL AUSOCIATION ATTORNEYS AT LAW

HOWARD L, DALE WILLIAM A; BALD MICHAEL A, ALTEB MICHAEL A. CANDETO BRUCE E, BTUTSMAN MARIANNE LLOYD TERRY D. BONK

200 WEST FORSYTH STREET, SUITE 1100 JACKSONVILLE, FLORIDA 32202-4300

(904) 355-1155

PACDIMILE (904) 355-1580 E-MAIL! DaleBeldFL@ast.com

May 20, 1996

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

Re:

Engle USA, Inc. Our File No.: 1758

Ladies and Gentlemen:

Enclosed for filing are the original and one copy of Articles of Incorporation of Eagle USA, Inc., including the Certificate Designating Registered Agent and Registered Office attached thereto. Also enclosed is this firm's check in the amount of \$122.50 made payable to "Secretary of State," representing:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Fee for one certified copy	_52,50

TOTAL:

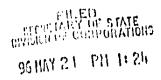
\$122.50

We would appreciate your filing the original of the Articles of Incorporation in accordance with the usual procedure, and your returning to this office a certified copy of the Articles of Incorporation.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Frugo E Stutomer

djb Enclosures w:cls\cagle\burcau.doc



ARTICLES OF INCORPORATION OF

EAGLE USA, INC.

ARTICLE I-NAME

The name of this Corporation is Eagle USA, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 510 East Minnesota Avenue, Macelenny, Florida 32063.

ARTICLE JU-SHARES

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, all of which shall be of the par value of One Cent (\$.01) per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation is 200 W. Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Dale, Baid & Altes, P.A.

ARTICLE V-INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Bruce E. Stutsman c/o Dale, Bald & Altes, P.A., 200 W. Forsyth Street, Suite 1100, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 20th day of May, 1995.

BRUCE E, STUTSMAN

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of May, 1996, by Bruce E. Stutsman. He is personally known to me and did not take an oath.

Print Name:
Notary Public for the State of
Florida at Large
My Commission Expires:
Commission Number:

[Notarial Scal]

HOTARY PUBLIC

DEBORAH J. BRUMBACH My Comm 1'xp. 7/25/96 Bonded By Service his No. CC/13813

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

CHANT SI BH I: SI

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

First, that Eagle USA, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Dale, Bald & Altes, P.A., whose street address is 200 W. Forsyth Street, Suite 1100, City of Jacksonville, State of Florida 32202, as its agent to accept service of process within Florida.

Bruce E. Stutsman, Incorporator

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, this firm hereby accepts the appointment as registered agent and agrees to act in this capacity. This firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

DALE, BALD & ALTES, P.A.

Howard L. Dale, President

5/20/96

Date