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GILES & ROBINSON, P. A.
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May 28, 1996

FEDERAL EXPRESS
Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

700001844167
-05/30/96--01035--007
****122.50 ****122.50

Re: PROGEMI USA, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$122.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	52.50
Total	\$122.50

EFFECTIVE DATE

5-28-96

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.

John J. Reid

JJR/ab
enclosures

JUN 4 1996

.BSB

FILED
96 MAY 29 PM 4:37
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROGEMI USA, INC.

FILED

96 MAY 29 PM 4:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

EFFECTIVE DATE

5-28-96

The name of this corporation is: PROGEMI USA, INC.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 7380 Sandlake Rd., Ste. 500, Orlando, FL 32819 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

This corporation shall commence effective upon execution of these Articles and shall have perpetual existence.

ARTICLE IV

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John J. Reid. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 390 N. Orange Avenue, Ste. 800, Orlando, Florida 32801.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death:

<u>Name</u>	<u>Address</u>
Eudes de Crecy	7380 Sandlake Rd., Ste. 500 Orlando, FL 32819

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI
Indemnification


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and

place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator(s) executed these Articles of Incorporation this 20th day of May, 1996.

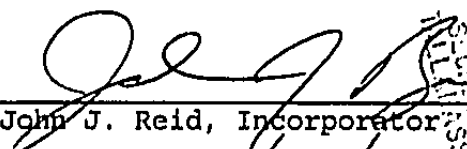

John J. Reid Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes,
the following is submitted:

That PROGEMI USA, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at City of Orlando, State of Florida, has named John J.
Reid, located at 390 N. Orange Avenue, Ste. 800, City of Orlando,
State of Florida as its agent to accept service of process within
Florida.

The street address of the registered office and the
street address of the business of the registered agent are
identical.


John J. Reid, Incorporator

Dated: 5/28/96

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.


John J. Reid, Registered Agent

Dated: 5/28/96

FILED
MAY 29 PM 4:31
CLERK OF DISTRICT COURT
JULIA A. BROWN
TALLAHASSEE, FLORIDA