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INCORPORATORS PLUS

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: HELLER & BARNETT CORPORATE SERVICES

DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

1214 N UNIVERSITY DR
PLANTATION FL 33322- 610
CONTACT: BRIAN K BARNETT
PHONE: (954) 475-8484
FAX: (954) 475-1125

((H96000007861))
OR D.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: ARMSTRONG USA, INC.
FAX AUDIT NUMBER: H96000007861
DATE REQUESTED: 06/05/1996
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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

June 5, 1996

HELLER & BARNETT CORPORATE SERVICES

PLANTATION, FL 33322

SUBJECT: ARMSTRONG USA, INC.
REF: W96000011945

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE CHECK TONER IN YOUR FAX MACHINE, ALL YOUR DOCUMENT HAVE THE LEFT SIDE FADING. RE-FAX DOC. (1) ARMSTRONG USA, INC. (2) ROBERT SCHNEIDER, INC. AND ALSO (3) PEARSON INTERNATIONAL, INC. ALL THREE DOCUMENT HAVE THE SAME SIDE FADING OUT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

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ARTICLES OF INCORPORATION
OF
Armstrong USA, Inc.,
a Florida corporation

The undersigned, acting as incorporator of Armstrong USA, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Armstrong USA, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

251 Crandon Blvd. #235
Key Biscayne, Florida 33149

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective June 1st, 1996.

Miller & Barnett Corporate Services
1014 N. University Drive
Tallahassee, Florida 32302
(904) 475-8484

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ARTICLE IV. PURPOSE

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

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of No Par per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1214 N. University Drive Plantation, Florida 33322 and the name of the corporation's initial registered agent at that address is Heller & Barnett Corporate Services.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

Graciella Codorniu

Armstrong USA, Inc.
251 Crandon Blvd. #235
Key Biscayne, Florida, 33149

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322

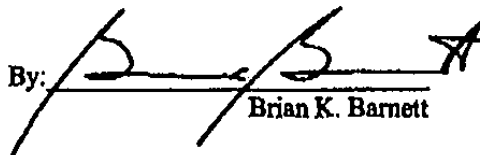
The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 1st day of June, 1996

Heller & Barnett Corporate Services:

By: 
Brian K. Barnett

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
(754) 475-8484

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Armstrong USA, Inc., desiring to organize under the laws of the State of Florida
at its initial registered office, as indicated in the Articles of Incorporation, at 1214 N. University
Drive Plantation, Florida 33322, has named Heller & Barnett Corporate Services, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the
place designated in this certificate, I agree to act in that capacity, to comply with the provisions of
the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that
act.

Heller & Barnett Corporate Services
1214 N. University Drive Plantation, Florida 33322

Heller & Barnett Corporate Services

Date: June 1st, 1996

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
Phone: 475-8484

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