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TO: DIVISION OF CORPORATIONS FROM: MURAI, WALD, BIONDO, MORENO, P.A.  
DEPARTMENT OF STATE 25 SE 2ND AVE  
STATE OF FLORIDA SUITE 900  
409 EAST GAINES STREET MIAMI FL 33131-  
TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO  
FAX: (904) 922-4000 PHONE: (305) 358-5900  
FAX: (305) 358-9490

((H96000008066)) DOCUMENT TYPE: DOMESTICATION  
NAME: MANSFIELD, INC. - USA  
FAX AUDIT NUMBER: H96000008066  
DATE REQUESTED: 06/10/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 6  
ESTIMATED CHARGE: \$385.00  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 08:48:38  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 07615000210

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FAX AUDIT NUMBER  
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ARTICLES OF INCORPORATION  
OF  
MANSFIELD USA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 10 PM 1:39

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is MANSFIELD USA, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. In accordance with Section 607.1801, the date when the corporate existence of this corporation shall be deemed to have commenced is June 8, 1977, the date upon which the Corporation was organized in the Netherlands Antilles.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

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FAX AUDIT NUMBER:  
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## CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 60,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

## INITIAL REGISTERED OFFICE AND AGENT

## PRINCIPAL OFFICE

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office of the Corporation shall be maintained at 2299 Douglas Road, 4th Floor, Miami, Fl 33145.

ARTICLE VI

## INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time

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by amendment to, or in the manner provided in, the bylaws of the corporation.

The names and street addresses of the initial director is:

Antonio O. Fraga  
2299 Douglas Road, 4th Floor  
Miami, FL 33145

#### ARTICLE VII

##### INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

M. Cristina Moreno,  
Murai, Wald, Biondo & Moreno, P.A.,  
900 Ingraham Building,  
25 Southeast 2nd Avenue,  
Miami, Florida 33131

#### ARTICLE VIII

##### BYLAWS

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

#### ARTICLE IX

##### INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or

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agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

## AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of June, 1996.

M. Cristina Moreno  
M. Cristina Moreno  
Incorporator

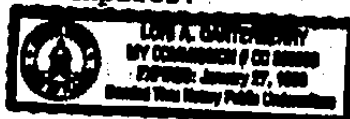
STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of June, 1996 by M. Cristina Moreno who is (X) personally known to me or ( ) has produced n/a as identification.

NOTARY PUBLIC

Lori A. Canterbury  
Print Name: Lori A. Canterbury

My Commission Expires:



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CERTIFICATE OF REGISTERED AGENT  
OF  
MANSFIELD USA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

That MANSFIELD USA, INC. desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in the  
Articles of Incorporation, at City of Miami, County of Dade, State  
of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located  
at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida  
33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above  
stated corporation, at place designated in this Certificate, we  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

Dated this 10<sup>th</sup> day of June, 1996.

MURAI, WALD, BIONDO,  
& MORENO, P.A.

By:

M. Cristina Moreno  
Vice President

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MANSFIELD USA, INC., a Florida corporation, P96000049414

INTO

**AOF LIMITED, INC.**, a Florida corporation, P95000060055

File date: June 28, 1996, effective June 30, 1996

Corporate Specialist: Linda Stitt