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7/22/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000

CONTACT: JOSEPH C RODRIGUEZ

PHONE: (305) 672-0686

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRICOR USA, INC.

FAX AUDIT NUMBER: H96000010125

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/22/1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
PELCOR USA, Inc.**

Article I. Name

The name of this Florida corporation is:
PELCOR USA, Inc.

Article II. Address

The mailing address of the Corporation is:
PELCOR USA, Inc.
c/o 80 SW 8th Street, Suite 2077
Miami FL 33130

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Fred Joch
André Senecheau

Article VI. Incorporator

The name and address of the incorporator is:

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective July 22, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on July 22, 1996

Juris Magister Corporate Services

By: 

Luis Agramunt, President
by L.A. Uriarte as attorney-in-fact

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami, FL 33130
(305) 373-5802

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
PELCOR USA, Inc.

REGISTERED AGENT:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Luis Agramunt
by L.A. Uriarte as attorney-in-fact

Date: July 22, 1996

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TALLAHASSEE, FLORIDA

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami, FL 33130
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