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PRIESTER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 029888 6469B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 24, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 029888

CUSTOMER NO: 6469B

CUSTOMER: Marlis J. Spear, Legal Asst  
MAGUIRE VOORHIS & WELLS, P.A.

P. O. Box 633

Orlando, FL 32802

600001803296  
-07/24/96--01053--021  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: DECAREL USA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 24 PM 12:40

96 JUL 24 AM

7/24/96

ARTICLES OF INCORPORATION

OF

DECAREL USA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 24 PM 12:40

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Decarel USA, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 541 South Orlando Avenue, Suite 302, Maitland, Florida 32751, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 541 South Orlando Avenue, Suite 302, Maitland, Florida 32751. The initial registered agent of the Corporation at the registered office shall be Larry M. Strickland.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Gabriel Chiniara	541 South Orlando Avenue Suite 302 Maitland, Florida 32751
Robert Salicco	541 South Orlando Avenue Suite 302 Maitland, Florida 32751

ARTICLE VIII

Incorporator

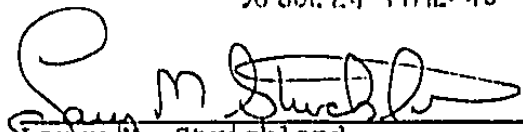
The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Larry M. Strickland	541 South Orlando Avenue Suite 302 Maitland, Florida 32751

Executed this 23 day of July, 1996.

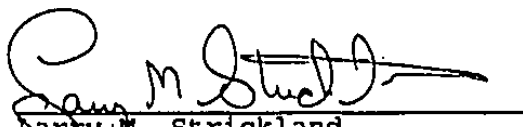
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 24 PM 12:40

  
Larry M. Strickland,  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Larry M. Strickland,  
Registered Agent

Date: July 23, 1996