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July 29, 1996

Division of Corporations
Department of State
The Capitol
P.O. Box 6237
Tallahassee, FL 32314

200001909162
-07/31/96--01025--001
*****70.00 *****70.00

Re: Sales Tech. USA, Inc.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation and the document Designating its Registered Agent. We have also enclosed a check in the amount of \$70.00 for the filing and registered agent designation fees.

Please process this at your earliest opportunity and return a file-stamped copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

Melanie A. McGahee
Melanie A. McGahee

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAM/me
Enclosures

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**ARTICLES OF INCORPORATION
OF
Sales Tech, USA, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: Sales Tech, USA, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 723 Cortez Avenue, Clewiston, Florida 33440; and the mailing address shall be: P.O. Box 1207, Clewiston, Florida 33440.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent of this corporation in the State of Florida shall be Melanie A. McGahee, Esq., 333 S. Comercio, Suite B, Clewiston, Florida 33440. The street address of the office of this corporation is 723 Cortez Avenue, Clewiston, Florida 33440.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this corporation and their street addresses are:

Carrie L. Varnum, 723 Cortez Avenue, Clewiston, Florida 33440.
James G. Appelbaum, 5115 Socrum Loop Road, Apt. 55, Lakeland, FL 33809

The persons named as initial directors shall hold office for the first year of existence of this corporation or until his/her successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and the street address of the person signing these Articles Of Incorporation as the Incorporator is :

Carrie L. Varnum 723 Cortez Avenue
Clewiston, Florida 33440

ARTICLE X. SHAREHOLDERS/PREEMPTIVE RIGHTS

There shall be two (2) initial stockholders, those being: Carrie L. Varnum and James G. Appelbaum. Each stockholder shall initially possess One-half (1/2) of the outstanding shares of the corporation. All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on July 23, 1996.

Carrie L. Varnum
Carrie L. Varnum

STATE OF FLORIDA
COUNTY OF HENDRY

BEFORE ME, a Notary Public, personally appeared CARRIE L. VARNUM, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on July 23, 1996.

My Commission expires:

(Seal)

Martha J. Eliassen
Notary Public
Martha J. Eliassen
Printed Name:



MARTHA J. ELIASSEN
COMMISSION # CC 520306
EXPIRES DEC 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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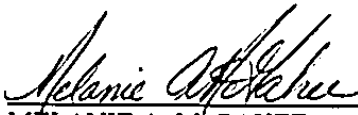
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501 or 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Sales Tech, USA, Inc.
2. The name and address of the registered agent and office is:

MELANIE A. McGAHEE, ESQ.
333 S. COMMERCIO, SUITE B
CLEWISTON, FL 33440

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.


MELANIE A. McGAHEE

07/23/96
DATE