

One S. Orange Blvd. #212
Boca Raton, FL 33432
TEL: (561) 362-0491

ACCOUNTING, BOOKKEEPING & TAX SERVICE

P.O. Box 728
Boca Raton, FL 33429
FAX: (561) 394-6134

National Society of Tax Professionals

096000071579

July 15, 1996

Secretary of State
Division of Corporation
Tallahassee, FL 32399

000001832460
-08/27/96--01043--013
****122.50 ****122.50

Dear sirs,

Please find enclosed the articles of incorporation for GODDE INTERNATIONAL, INC.
Along with a check in the amount of \$122.50 for the filing fees.

Please send return the certificate and articles to the address above.
Thank you for your cooperation to our request.

Sincerely yours,

Andre K. Kattoura

8/28/96
TK

FILED
05 AUG 26 AM 11:59
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GODDE INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the corporation is: GODDE INTERNATIONAL, INC.

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is 9749 A Boca Gardens Parkway, Boca Raton, FL 33496, and the name and address of its initial Registered Agent is Walter Godde, 9749 A Boca Gardens Parkway, Boca Raton, FL 33496.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

- | | |
|-------------------|---|
| 1. Walter M Godde | 9749 A Boca Gardens Parkway
Boca Raton, FL 33496 |
|-------------------|---|

ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

1. 1. Walter M Godde

9749 A Boca Gardens Parkway
Boca Raton, FL 33496

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10 day of JULY, 1996


WALTER M GODDE

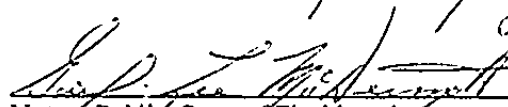
STATE OF FLORIDA }
COUNTY OF PALM BEACH }

Before me personally appeared
to me well known and known to me to be the person described in and who executed the
foregoing Articles of Incorporation and acknowledged to and before me that they
executed said instrument for the purposes therein expressed.

G-300-913-30-102-0
DL# FLORIDA

WITNESS, my hand and official seal this 10th day of July,
1996

 **GAIL-LEE McDERMOTT**
COMMISSION # CC 466589
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.
(SEAL)


Notary Public, State of Florida at large

My commission expires: May 31, 1999

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GODDE
INTERNATIONAL, INC. which is contained in the foregoing Articles of
Incorporation.

Dated this 10 day of July, 1996.



Registered Agent

RECEIVED
JUL 23 11:59
FBI - NEW YORK