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1 Isla Del Sol Shoppers Village

5901 Sun Boulevard
Post Office Box 13175
St. Petersburg, FL 33733-3175
Tel: (813) 867-1873
Fax: (813) 327-7114

LAW OFFICES OF

BLAIR W. CLARK

2 St. Petersburg Office

300 31st Street North, #101
Post Office Box 13175
St. Petersburg, FL 33733-3175
Tel: (813) 327-0098
Fax: (813) 327-7114

September 13, 1996

DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

EFFECTIVE DATE
9-11-96

Re: Prex North America, Inc.

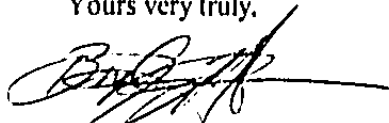
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*****70.00 *****70.00

Dear Messrs.:

Enclosed please find two originals of executed articles of incorporation and my check in the amount of \$70 which is for the filing fee. Please file the original and return a date stamped original to me in the envelope which I have provided for your convenience. As you will be date stamping and returning an original, I am not including the \$52.50 for a certified copy.

Thank you for your attention in this matter.

Yours very truly,



Blair W. Clark

Signed by Bryon T. LoPreste in his absence for
expediency of delivery

BC/bl
Enclosures
(c:\wp60\form\corporat\corpfile.let)

BRYON _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT EFFECTIVE DATE
DATE 9-18-96
DOC. EXAM. TL

TL SEP 18 1996

9-11-96

**ARTICLES OF INCORPORATION
OF
PREX NORTH AMERICA, INC.**

**ARTICLE I
NAME**

The name of this corporation is Prex North America, Inc.

**ARTICLE II
DURATION**

This Corporation shall exist perpetually, commencing as of September 10, 1996.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purposes of arranging for U.S. and Canadian exhibitors at trade shows in South America in return for fees and commissions and any other legal business as the officers may decide upon.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of \$0 par value common stock.

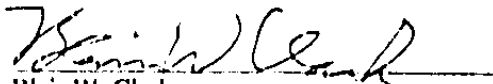
**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE**

The initial registered agent of the corporation is Blair W. Clark and the street address of the registered agent of this Corporation is 300 - 31st Street North, Suite 101, St. Petersburg, Florida 33713. The street address of the office of the Corporation is 6372 Palma Del Mar Blvd., Bldg 11, Unit #106, St. Petersburg, Florida 33715.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 13 day of September, 1996.


Blair W. Clark
Registered Agent

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one nor greater than five. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Guido Tassini	6372 Palma Del Mar Blvd. Bldg. H, Unit #106 St. Petersburg, Florida 33715
Liliam Tassini	6372 Palma Del Mar Blvd. Bldg. H, Unit #106 St. Petersburg, Florida 33715

ARTICLE VII INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Blair W. Clark	300 - 31st Street North, Suite 101 St. Petersburg, FL 33713

ARTICLE VIII CUMULATIVE VOTING

There shall be no cumulative voting rights for shareholders of the Corporation.

ARTICLE IX
PREEMPTIVE RIGHTS

There shall be no preemptive rights for shareholders of the Corporation.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed has executed these Articles of Incorporation this 13 day of September, 1996.



Blair W. Clark, Incorporator