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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: SERMICA USA, CORP.
AUDIT NUMBER.....H96000014241
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1996

CORPORATE CREATIONS INTL INC.

MIAMI, FL

SUBJECT: SERMICA USA, CORP.
REF: W96000022309

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Terri Buckley
Corporate Specialist

FAX Aud. #: W96000014241
Letter Number: 196A00048373

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Articles of Incorporation
of
Sermica Usa, Corp.

Article I. Name

The name of this Florida corporation is:
Sermica Usa, Corp.

Article II. Address

The mailing address of the Corporation is:
Sermica Usa, Corp.
8625 Dover Oaks Ct.
Orlando FL 32836

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Doris G. Reimiller-Quintero
8625 Dover Oaks Ct.
Orlando FL 32836

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Daniel Quintero
Aguiles Bohorquez
Doris G. Reimiller-Quintero

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. 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 applicable law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 3,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective October 21, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on October 21, 1996

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

H96000014241

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 872-0686

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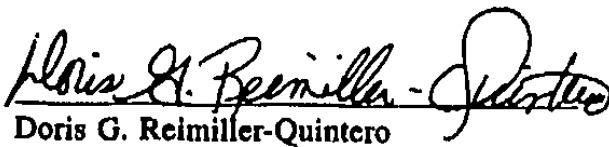
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Sermica Usa, Corp.

REGISTERED AGENT:
Doris G. Reimiller-Quintero
8625 Dover Oaks Ct.
Orlando FL 32836

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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.


Doris G. Reimiller-Quintero

Date: 10/9/96

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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