

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0100
04-222-1393 FAX

800-342-8086

P9700000909



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 179838 4311473

AUTHORIZATION :

Patricia Ingers

COST LIMIT : \$ 122.50

ORDER DATE : December 6, 1996

ORDER TIME : 5:10 PM

ORDER NO. : 179838-005

CUSTOMER NO: 4311473

900002023159--4

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: FLOR HOLDING ^{USA,} INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED
96 DEC -9 AM 11:55
TALLAHASSEE, FLORIDA

W96-25816

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DIVISION OF CORPORATION

1-6-97
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: FLOR HOLDING, INC.
Ref. Number: W96000025816

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TALLAHASSEE, FLORIDA

We have received your document for FLOR HOLDING, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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Sharon Tala
Document Specialist Supervisor

Letter Number: 196A00055076

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF INCORPORATION
OF
FLOR HOLDING USA, INC.

FILED
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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is FLOR HOLDING USA, INC.
(the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2269 Lee Road, Winter Park, Florida 32789.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Seven Million (7,000,000) shares of common stock, all of which are to have a par value of One Cent (\$0.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Eric Boschmans	2269 Lee Road Winter Park, Florida 32789

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Daniël J. M. Dura	Meersel 3 2321 Meer, Hoogstraten Belgium
Johannes F.J. van Veggel	Schouwlaan 74 2243 BK Wassenaar The Netherlands

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Louise J. Allen	Museum Tower - Ste. 2200 150 W. Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

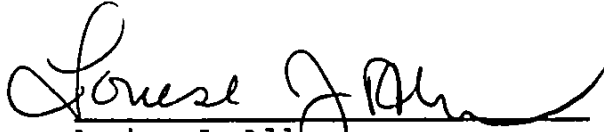
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 5th day of December 1996.


Louise J. Allen,
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.


Eric Boschmans,
Registered Agent

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FILED
96 DEC -9 AM 11: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA