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CHESTER L. SKIPPER
Board Certified Civil Trial Lawyer
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Board Certified Civil Trial Lawyer
JESSE L. SKIPPER

97 FEB 7 1997
TALLAHASSEE, FLORIDA
Tampa Office
32 E. Madison Street
Suite 600

February 5, 1997

The Florida Department of State
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/07/97--01064--015
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the Articles of Incorporation of OPM International, and a check for \$122.50 for filing and other fees.

Upon filing, please return a certified copy of the Articles of Incorporation to the foregoing address in the stamped self addressed envelope provided.

If you have any questions, please contact me. Thank you very much for your assistance.

Sincerely,

M. Ballard

Myrna A. Ballard

Enclosures

FEB 10 1997

**ARTICLES OF INCORPORATION
OF
OPM International Corp.**

ARTICLE I

Name

The name of the corporation is OPM International Corp.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at 2600 9th Street North, Suite 500, St. Petersburg, FL 33704. The mailing address of the corporation is the same.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 2600 9th Street North, Suite 500, St. Petersburg, FL 33704. The name of the initial registered agent at that address is Chester L. Skipper.

ARTICLE V

Authorized Shares

The corporation is authorized to issue 100 shares of common stock having par value of \$ 1.00.

ARTICLE VI

Preemptive Rights

The corporation shall have preemptive rights.

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TALLAHASSEE, FLORIDA

ARTICLE VII

Directors

The initial board of directors shall consist of 1 member. The name and address of the first board of directors is Sascha Juric Fockygasse 47/6/6, 1120 Vienna, Austria.

ARTICLE VIII

Incorporators

The name and address of the incorporator is Chester L. Skipper, 2600 9th Street North, Suite 500, St. Petersburg, FL 33704.

ARTICLE IX

Commencement of Existence

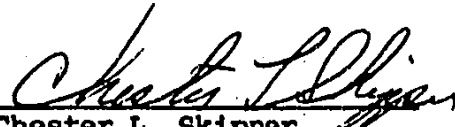
The corporation's existence shall begin on the date of incorporation.

ARTICLE X

Nature of Business

This corporation may engage in or transact any lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 5th day of February 1997.


Chester L. Skipper

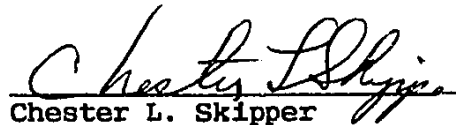
DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is OPM International Corp.
2. The address of the registered office is 2600 9th Street North, Suite 500, St. Petersburg, Florida 33704.
3. The name of the registered agent at the registered office is Chester L. Skipper.

Dated: February 5, 1997

OPM International Corp.


Chester L. Skipper

ACCEPTANCE OF DESIGNATION

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: February 5, 1997.


Chester L. Skipper