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ACCOUNT NO. : 072100000032

REFERENCE : 392946 4311639

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 122.50

ORDER DATE : May 15, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 392946-005

CUSTOMER NO: 4311639

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CUSTOMER: Matt Anderson, Legal Assistant
AKERMAN SENTERFITT & EIDSON

One Southeast Third Avenue
28th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: MATISE CORPORATION
(U.S.A.), 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: W. Charles Earnest

EXAMINER'S INITIALS:

FILED STATE
DEPARTMENT OF REVENUE
97 MAY 15 PM 12:23
OFFICE OF REVENUE
DIVISION OF CORPORATION

WCE
5/16/97

**ARTICLES OF INCORPORATION
OF
MATISE CORPORATION (U.S.A.), INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
57 MAY 1997

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is MATISE CORPORATION (U.S.A.), INC.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is c/o Charles A. Schuette, One SE Third Avenue, 28th Floor, Miami, FL 33131.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

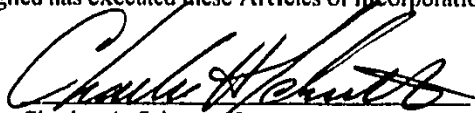
The street address of the corporation's initial registered office is One SE Third Avenue, 28th Floor, Miami, FL 33131. The name of the corporation's initial registered agent at that office is Charles A. Schuette.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Charles A. Schuette, One SE Third Avenue, 28th Floor, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of May, 1997.


Charles A. Schuette, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Maise Corporation (U.S.A.), Inc., a Florida corporation, (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 13th day of May, 1997.


Charles A. Schuette

FILED
STATE
OFFICE