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SUITE 206 PLAZA 300 EAST
300-31ST STREET NORTH
ST. PETERSBURG, FL 33713
TELEPHONE (813) 327-6494
FAX (813) 327-9008

EDELGARD G. ASHCRAFT
ATTORNEY AT LAW

12457 MONARCH CIRCLE S.
SEMINOLE, FLORIDA 34642
TELEPHONE (813) 393-8988
REPLY TO ST. PETERSBURG

June 6, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation

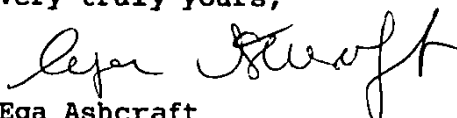
Gentlemen:

Enclosed please find the duly executed original and one copy of
Articles of Incorporation for EBO PRODUCTS USA, INC., together
with check in the amount of \$122.50 for your filing fee.

Please return a certified copy of the Articles to my
ST. PETERSBURG address.

Thank you for your attention to this matter.

Very truly yours,


Ega Ashcraft

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Enclosures
EGA/sg

cc: Mrs. Wessels

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN - 11 11:03

97 JUN 10 1997

ARTICLES OF INCORPORATION
OF

EBO PRODUCTS USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL - 2 11:23

ARTICLE I - NAME

The name of this corporation is EBO PRODUCTS USA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation shall be 1290 Gulf Blvd., #1603, Clearwater, Florida 34630, and the name and address of the initial registered agent of this corporation is Edelgard G. Ashcraft, Esq., 300-31st St. N., Suite 206, St. Petersburg, FL 33713.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 1 member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than 1. The name and address of the directors constituting the initial Board of Directors is:

Robert Clifford, Osprey House, 5 Old Street, St. Helier, Jersey, JE4 8UZ, Channel Islands.

ARTICLE VII - INCORPORATOR

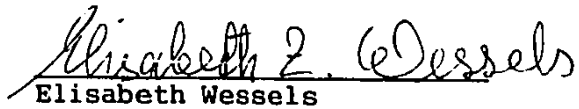
The name and address of the person signing these Articles is:

Elisabeth Wessels, 3 Cromwell Road, Monroe, NY 10950.

ARTICLE VIII - INDEMNIFICATION

This corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of June, 1997.

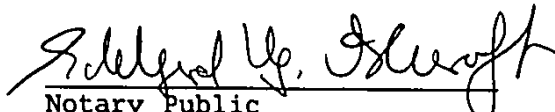

Elisabeth Wessels

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of June, 1997.

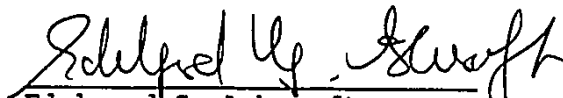


EDELGARD G. ASHCRAFT
MY COMMISSION # CC390671 EXPIRES
October 6, 1998
BONDED THRU TRIZ FARM INSURANCE, INC.


Notary Public
Edelgard G. Ashcraft

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent of EBO PRODUCTS USA, INC. and states that she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


Edelgard G. Ashcraft
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -6 11:33