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JOHN L. KING
Attorney at Law
507 No. New York Ave., #303
Winter Park, FL 32789

Secretary of State
Corporations Division
PO BOX 6327
Tallahassee, FL 32314

Please find enclosed Articles of Incorporation of Prinz USA, INC.
and check for incorporation fees for \$262.50 along with duplicate
original designation of resident agent certificates.

Kindly certify the extra copy and mail with Certificate of Status
to me at above address.

Thank you,

John H. King
John H. King

6/5/97

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FILED
97 JUN -9 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002
6/10/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRINZ USA, INC.

1. The name of the corporation is PRINZ USA, INC..
2. The duration of the corporation is perpetual.
3. The registered office is 507 No. New York Ave., Suite #303.
Winter Park, FL 32789, in Orange County, Florida.
4. The registered agent at such address is John H. King.
5. The purposes of the corporation are to engage in activities
and to conduct lawful business.
6. The corporation shall have all general and specific powers
granted under the General Corporation Act of the State of
Florida.
7. The capital stock of the corporation shall be 7,500 shares at
par value of \$1.00 per share. The shareholders shall have
such rights under the General Corporation Act as the initial
board of directors may establish at their initial meeting.
8. The name and mailing address of the incorporator is John H.
King, 507 No. New York Ave., Suite #303, Winter Park, FL
32789. Incorporator's powers shall cease upon filing these
articles with Secretary of State, Florida.
9. The board of directors shall exercise all powers and manage
the corporate affairs pursuant to powers vested in them
under the General Corporation Act, Florida. Their number
shall be fixed by the board.
10. The name and residence address of the initial director is
John H. King, 492 Fletcher Place, Winter Park, FL 32789.
11. The corporation reserves right to alter by amendment or
repeal these articles at any time, consistent with law.

Dated this 6th day of June, 1997


JOHN H. KING

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me by John H. King under oath
and he was identified by Florida driver's license.

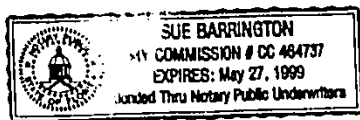
WITNESS my hand and seal this 6th day of May, 1997.

Sue Barrington

Sue Barrington

Notary Public, State of Florida

My commission expires: 5/27/99



PRINZ USA, INC.

DESIGNATION OF RESIDENT AGENT

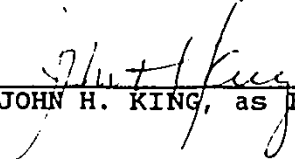
PRINZ USA, INC., desiring to organize under laws of the State of Florida, with its principal office at 507 No. New York Ave., Suite #303, Winter Park, FL 32789,

does name JOHN H. KING, AS ITS AGENT FOR SERVICE OF PROCESS WITHIN THIS STATE.

His addresses are:

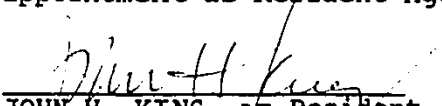
RESIDENCE ADDRESS IS 492 FLETCHER PLACE, WINTER PARK, FL 32789

OFFICE ADDRESS IS 507 NO. NEW YORK AVE., SUITE #303, WINTER PARK, FL 32789


JOHN H. KING, as Incorporator

ACCEPTANCE

Having been named as resident agent to accept service of process for PRINZ USA, INC., the undersigned accepts such appointment as Resident Agent for PRINZ USA, INC.


JOHN H. KING, as Resident Agent
for PRINZ USA, INC., a Florida Corporation

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