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**FedEX** USA Airbill Tracking Number: 4240553181

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**1** From \_\_\_\_\_

Date: 06-13-97 Sender's FedEx Account Number: 2099-4413-8

Sender's Name: Rajan heduc Phone: (954) 525-4480  
Dept. Floor Suite Room

Company: USA DIRECT CONSULT INC

Address: 721 SE 17TH ST

City: FORT LAUDERDALE State: FL Zip: 33316

**2** Your Internal Billing Reference Information: \_\_\_\_\_

**3** To: \_\_\_\_\_  
Amounts \$ 0.11 0.00

600002216586--8  
-06/18/97--01117--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**FILED**  
97 JUN 16 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER JUN 16 1997

**ARTICLES OF INCORPORATION  
OF  
ASPEC USA INC.**

**FILED**  
97 JUN 16 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE 1 NAME**

The name of the corporation shall be: "Aspec USA Inc."

**ARTICLE 11 PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation is:

721 S.E. 17th Street  
Ft. Lauderdale, Fl. 33316

**ARTICLE 111 CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, per value \$1.00 per share and Five Thousand (5,000) preferred shares of non-voting Stock, with a nominal per value of \$1.00 each.

May be paid for inproperty, labor, services or cash, at a just calculation to be fixed by the shareholder, all such stock shall be fully paid and non assessable.

**ARTICLE 1V PURPOSE**

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

## ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Réjean Leduc  
721 S.E. 17th Street  
Ft. Lauderdale, Fl. 33316

## ARTICLE V1 INCORPORATOR

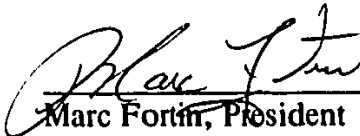
The name and street address of the incorporator to these Article of Incorporation is:

Marc Fortin  
721 S.E. 17th Street  
Ft. Lauderdale, Fl. 33316

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial President, Secretary is: Marc Fortin, he live at:

2323, du Versant Nord  
Ste-Foy (Quebec) Canada  
G1N 4P4

The undersigned has executed the Articles of Incorporation this 3 / day of  
*March* 1997.

  
Marc Fortin, President

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Corporation, at place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated:    March 3/    1997.

  
\_\_\_\_\_  
Réjean Leduc  
Registered Agent

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TALLAHASSEE, FLORIDA