

Jun-26-97 12:09P Fernand Lamothe C.A.

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FLORIDA DIVISION OF CORPORATIONS

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((H97000010382 4))

TO: DIVISION OF CORPORATIONS  
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FAX #:

FROM: FERNAND LAMOTHE, INC.  
105057001570  
CONTACT: FERNAND LAMOTHE  
PHONE: (954) 768-9548  
(954)768-9775

ACCT#:

FAX #:

NAME: ASSURIX (USA) INC.  
AUDIT NUMBER.....H97000010382  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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FAX AUDIT # H97000010382

ARTICLES OF INCORPORATION

OF

ASSURIX (USA) INC.

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

ARTICLE I NAME

The name of the corporation shall be "Assurix (USA) Inc."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721 S.E. 17th Street, Fort Lauderdale, Florida 33316

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV 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.

Fernand Lamothe  
721 S.E. 17th Street  
Fort Lauderdale, Fl. 33316  
(954) 768-9548

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**ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: Fernand Lamothe,  
721 S.E 17Th Street, Fort Lauderdale, Florida 33316.

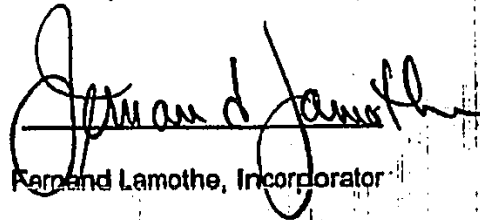
**ARTICLE VI INCORPORATOR**

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

Fernand Lamothe  
721 S.E 17Th Street.  
Fort Lauderdale, Florida 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 Director is Michelle Lavigne as President and secretary, 6485 rue  
Magloire, Montréal, Québec, Canada,

The undersigned has executed these Articles of Incorporation this 24th days  
of June, 1997.

  
Fernand Lamothe, Incorporator

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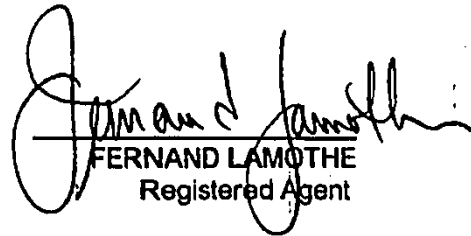
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**CERTIFICATE DESIGNATING THE ADDRESS**

**AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Corporation, at the 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: June 24th, 1997

  
FERNAND LAMOTHE  
Registered Agent

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