

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8888 • 1-800-342-8062 • Fax (904) 222-1222

PAID 0058194

Neptunis U.S.A., Inc.

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LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
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Signature _____

Requested by: *LS*

Name _____

Date *7/2*

Time *2:00*

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

Neptunis U.S.A., Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose 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 is **Neptunis U.S.A., Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 400 N.W. Alice Ave, Stuart, FL 34994.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia St., Ste 1, Tallahassee 32301.

ARTICLE V: INCORPORATOR

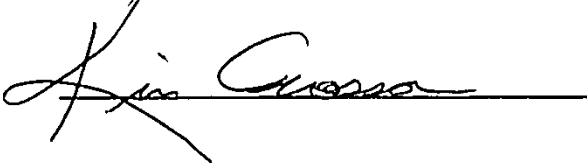
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Jan Willem deJong, 8 Keefer Road, St. Catharines, Canada, Ontario L2M7N9.

The undersigned has executed these Articles of Incorporation this 2nd day of July 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in cursive script, appearing to read "Kim Crosson", is written over a horizontal line.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

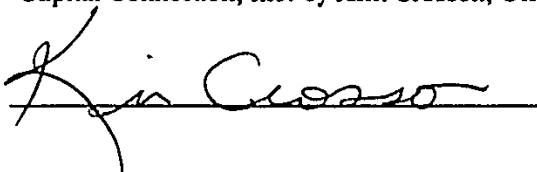
1. The name of the corporation is **Neptunis U.S.A., Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in black ink, appearing to read "Kim Crosson", is written over a horizontal line.