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FRANCINE CLAIR LANDAU
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July 8, 1997

BY OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/09/97--01084--007
****122.50 ****122.50

Re: Gyda USA, Inc.

Dear Sirs:

Enclosed please find two original signed Articles of Incorporation for the captioned client, along with my firm check in the amount of \$122.50. Please be kind enough to send my certified copy back as soon as possible.

If you have any questions about this document, or need to make any changes before filing, please call my office. Please do not return the document without calling. You may call collect, if necessary. Thank you for your usual prompt attention.

Sincerely,


FRANCINE CLAIR LANDAU

FCL/f
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -9 PM 12:49

RP
7-10-97

ARTICLES OF INCORPORATION

OF

GYDA USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -9 PM 12:49

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the corporation is GYDA USA, INC.

ARTICLE 2 - DURATION

The period of its duration is perpetual.

ARTICLE 3 - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE 4 - STOCK

The Corporation shall have the authority to issue one thousand (1,000.00) shares of common stock, all of one class, having a par value of One Dollar (\$1.00).

ARTICLE 5 - PRINCIPAL/REGISTERED OFFICE

The address of its principal office is:

7287 Eagles Perch Drive
Jacksonville, Florida 32244

and the name of its initial registered agent and her address is:

STANLEY HENRI WEYERS
7287 Eagles Perch Drive
Jacksonville, Florida 32244

ARTICLE 6 - DIRECTORS

The number of Directors constituting its initial Board of Directors shall be two. The number of Directors may be changed

from time to time, but shall never be less than two (2). The names and addresses of the initial Board of Directors are as follows:

Stanley Henri Weyers
7287 Eagles Perch Drive
Jacksonville, Florida 32244

Mark De Goede
7287 Eagles Perch Drive
Jacksonville, Florida 32244

ARTICLE 7 - INCORPORATOR

Stanley Henri Weyers
7287 Eagles Perch Drive
Jacksonville, Florida 32244

DATED this 8th day of July, 1997.


STANLEY HENRI WEYERS

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 8th day of July, 1997, Stanley Henri Weyers. He presented a Florida Driver's License to me and did take an oath.

WITNESS my hand and official seal this 8th day of July, 1997, Jacksonville, Duval County, Florida.



KAREN M. WILLIS
COMMISSION # CC 441026
EXPIRES FEB 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC


NOTARY PUBLIC

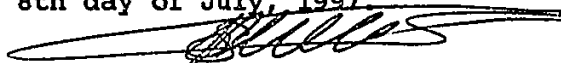
My Commission expires: 2/2/97

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby

above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 8th day of July, 1997.



Stanley Henri Weyers
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -9 PM 12:50