

LEIGH M. FISHER, P.A.

ATTORNEYS AT LAW

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Reply to:
P.O. Box Drawer 1465
Cape Coral, FL 33910

1505 S.E. 40 Street
Cape Coral, FL 33904
(4000 Del Prado Building)

September 9, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-09/12/97--01026--005
***122.50 ***122.50

RE: Synergetic Technologies U.S.A. of Lee County, Inc.
Our File No.:97F-063

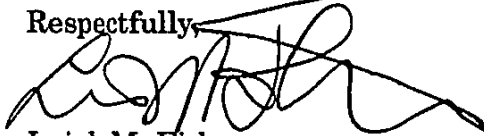
Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation and Certificate of Registered Agent for the above referenced corporation, together with my check in the amount of \$122.50 in payment of the following:

- | | | |
|----|---------------------------------|----------|
| 1. | Filing Fees | \$ 35.00 |
| 2. | Certified Copy | \$ 52.50 |
| 3. | Designation of Registered Agent | \$ 35.00 |
| | TOTAL | \$122.50 |

Your prompt attention to this matter is appreciated.

Respectfully,



Leigh M. Fisher

LMF:ph

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 12 PM 1:02

9/11/97

ARTICLES OF INCORPORATION
OF
SYNERGETIC TECHNOLOGIES U.S.A
OF LEE COUNTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 12 PM 1:02

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SYNERGETIC TECHNOLOGIES U.S.A OF LEE COUNTY, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of the Capital Stock of this corporation shall be FIVE HUNDRED (500) SHARES at ONE DOLLAR (\$1.00) par value, which said stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the Capital Stock shall be common stock.

ARTICLE V

The corporation shall commence business upon filing with the office of the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business and the mailing address of the corporation shall be 1137 SE 32ND Terrace, Cape Coral, Florida, 33904. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a board of no less than one (1) director and the board may be increased to not more than four (4) directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary, and a Treasurer and such other officers, agents and directors who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

**PRESIDENT: GUNNAR POSCHMANN of 2267 Vista Oak Road, Oakville,
Ontario, L6M 3L8**

**VICE PRESIDENT: CHERRY M. POSCHMANN of 2267 Vista Oak Road,
Oakville, Ontario, L6M 3L8.**

**SECRETARY: CHERRY M. POSCHMANN of 2267 Vista Oak Road,
Oakville, Ontario, L6M 3L8.**

**TREASURER: GUNNAR POSCHMANN of 2267 Vista Oak Road, Oakville,
Ontario, L6M 3L8.**

ARTICLE IX

The name and address of the subscribers of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken is as follows:

GUNNAR POSCHMANN 2267 Vista Oak Road Oakville, Ontario, L6M 3L8,	200 SHARES
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CHERRY M. POSCHMANN 2267 Vista Oak Road Oakville, Ontario, L6M 3L8	200 SHARES
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ARTICLE X

The Directors and officers shall be elected by shareholders at their annual meeting which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address of the initial registered office of this corporation is 1505 S.E. 40th Street, Suite B, Cape Coral, Florida, 33904, and the name of the initial registered agent of this corporation is Leigh M. Fisher.

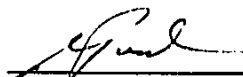
ARTICLE XII


Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Ontario, Canada this 28 day of AUGUST, 1997.



GUNNAR POSCHMANN


CHERRY M. POSCHMANN

COUNTRY OF CANADA)
Province of Ontario) SS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged before me this 28th day of August, 1997, by GUNNAR POSCHMANN and CHERRY M. POSCHMANN, who are personally known to me or has produced Photo Ontario drivers licenses as identification and did/did not take an oath.

My commission expires: _____

ARDi Filippo
Notary Public

AnnaRita Di Filippo
Type or Print Name of Notary

ACCEPTANCE OF APPOINTMENT

I HEREBY accept appointment as agent of SYNERGETIC TECHNOLOGIES U.S.A, of LEE COUNTY, INC., a Florida Corporation, upon whom process, tax notice or demands may be served.

DATED this 8th day of Sept 1997.

Leigh M. Fisher
Leigh M. Fisher