

Sep-16-97 10:19 AM FERNAND LAMOTHE, INC.

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FLORIDA DIVISION OF CORPORATIONS

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

ACCT#:

FAX #:

NAME: HORSESHOER (USA) INC.  
AUDIT NUMBER.....H97000015273  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HORSESHOER (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 "HORSESHOER (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.

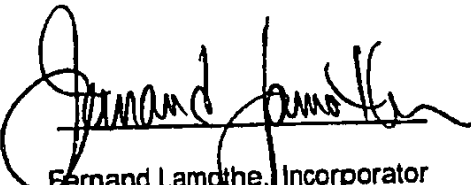
ARTICLE VI INCORPORATOR

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 André Viens as President and Secretary, 1250 J.B. Delorme,  
Trois Rivieres (Québec) G4B 6P3.

The undersigned has executed these Articles of Incorporation this 26th days  
of August, 1997.

  
Fernand Lamothe, Incorporator

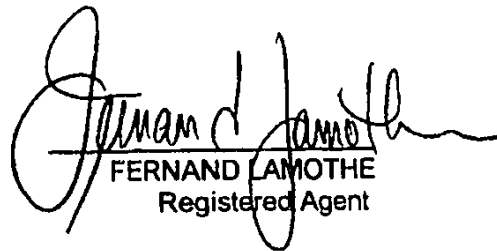
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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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: August 26th, 1997

  
FERNAND LAMOTHE  
Registered Agent

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