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FLORIDA DIVISION OF CORPORATIONS
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NAME: USA-UPTEKA INTERNATIONAL ACQUISITION CORP.

AUDIT NUMBER.....H97000019352

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ARTICLES OF INCORPORATION
OF
USA-UPTEKA INTERNATIONAL ACQUISITION CORP.

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the corporation (hereinafter referred to as the "Corporation") is:
USA-UPTEKA INTERNATIONAL ACQUISITION CORP.

ARTICLE II
Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is: 730 Fifth Avenue, Suite 1906, New York, New York 10019.

ARTICLE III
Effective Date

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

ARTICLE IV
Stock

The total number of shares of capital stock which the Corporation shall have the authority to issue is Five Thousand (5,000) shares of common stock, having a par value of \$.01 per share ("Common Shares").

ARTICLE V
Initial Registered Agent and Office

The street address of its initial registered office of the Corporation is: One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5799, and the name of its initial registered agent at that address is: Richard A. Denmon, Esq.

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Richard A. Denmon, Esq.
Carlton Fields
P.O. Box 3239, Tampa, FL 33601
Ph: 813-223-7000/Fax: 813-229-4133
Fla. Bar No.: 848190

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ARTICLE VI
Incorporator

The name and mailing address of the sole incorporate is as follows:

<u>Name</u>	<u>Address</u>
Peter Axelrod	730 Fifth Avenue, Suite 1906 New York, New York 10019

ARTICLE VII
Purpose

The purpose for which this Corporation is organized is to engage in any lawful act activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE VIII
Initial Directors

The Corporation shall have three (3) initial directors who shall serve until the first meeting of the Corporation's shareholders at which directors are elected. The number of directors hereafter shall be determined in accordance with the bylaws of the Corporation. The names and mailing addresses of the persons who shall serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Len Blavatnik	730 Fifth Avenue, Suite 1906 New York, New York 10019
Richard Komendera	730 Fifth Avenue, Suite 1906 New York, New York 10019
Peter Axelrod	730 Fifth Avenue, Suite 1906 New York, New York 10019

ARTICLE IX
Indemnification

The Corporation shall indemnify its directors and officers, or any former director or officer, to the fullest extent permitted under law. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages to the Corporation, or any other person, for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct

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or a knowing violation of the law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the filing of the Articles of Incorporation of which this Article is a part to authorize corporate action increasing the ability of the Corporation to indemnify its directors or officers or further eliminating or limiting the personal liability of directors or officers, then such indemnification shall be increased, or the liability of a director or an officer of the Corporation shall be eliminated or limited, as the case may be, to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director or an officer of the Corporation existing at the time of such repeal or modification.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon stockholders or directors are granted or confessed subject to this reservation.

Dated this 19 day of November, 1997.


PETER AXELROD, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: November 20, 1997


Richard A. Denmon, Registered Agent

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