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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: BITUMAR USA, INC.

AUDIT NUMBER.....H97000020407

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 11, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BITUMAR USA, INC.  
REF: W97000027733

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Barbara Brock  
Document Specialist

FAX Aud. #: H97000020407  
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H97000020407

ARTICLES OF INCORPORATION  
OF  
BITUMAR USA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: BITUMAR USA, INC.

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

Marcel Theriault  
140 NE 28th Avenue, #108  
Pompano Beach, Florida 33062

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

Prepared by:  
Richard J. Lind, Esq.  
2551 Tigertail Ave.  
Miami, FL 33133  
(305) 858-9191  
FB No. 320064

140 NE 28th Avenue, #108  
Pompano Beach, Florida 33062

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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**ARTICLE V: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the Board of Directors of this corporation shall be two (1) initially. The name and street address of the initial Director is:

Marcel Theriault  
140 NE 28th Avenue, #108  
Pompano Beach, Florida 33062

**ARTICLE VI: OFFICERS**

The initial President, Secretary and Treasurer of the Corporation is

Marcel Theriault  
140 NE 28th Avenue, #108  
Pompano Beach, Florida 33062

**ARTICLE VII: STOCK**

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

**ARTICLE VIII: INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is:

Marcel Theriault  
140 NE 28th Avenue, #108  
Pompano Beach, Florida 33062

**ARTICLE IX: AMENDMENTS**

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR  
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS  
8th DAY OF DECEMBER, 1997.

A handwritten signature in black ink, appearing to read 'M. Theriault', is written over a horizontal line.

Marcel Theriault  
Incorporator

H97000020407

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number  
320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT & REGISTERED OFFICE

Pursuant to the provisions of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

The name of this corporation is: BITUMAR USA, INC.

The name and address of the Registered Agent and Registered Office is:

Marcel Theriault  
140 NE 28th Avenue, #108  
Pompano Beach, Florida 33062

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. 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.

DATED: December 8, 1997

  
Marcel Theriault

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97 DEC 12 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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