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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BITUMAR USA, INC.

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AUDIT NUMBER...... H97000020407

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A. PAGES..... 5

CERT. OF STATUS...

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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

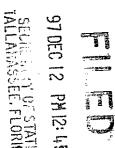
We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock Document Specialist FAX Aud. #: E97000020407 Letter Number: 197A00058416

ARTICLES OF INCORPORATION OF BITUMAR USA, INC.



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 1: 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.

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

2551 Tigertail Que. Miami, FL 53133

(305) 858, 9191

73No. 320064

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

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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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

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

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

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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