



THE UNITED STATES
CORPORATION
COMPANY

P98000022326

ACCOUNT NO. : 072100000032

REFERENCE : 734679 4332405

AUTHORIZATION :

Patricia Pige

COST LIMIT : \$ 70.00

ORDER DATE : March 10, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 734679-005

CUSTOMER NO: 4332405

CUSTOMER: Irving I. Lesnick, Esq
HARNETT LESNICK & RIPPS, P.A.

Suite 500
150 E. Palmetto Park Road
Boca Raton, FL 33432

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 10 AM 11:43

DOMESTIC FILING

NAME: MERITECH USA, INC.

200002452072--6

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
MERITECH USA, INC.

FILED
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98 MAR 10 AM 11:43

ARTICLE I -- NAME

The name of this corporation is MeriTech USA, Inc.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation at that address is Irving I. Lesnick.

ARTICLE VI -- INITIAL PRINCIPAL OFFICE

The initial principal office address shall be 90 SW 91st Avenue, #109, Plantation, FL 33324.

ARTICLE VII --MANAGEMENT

To the full extent allowed under Florida Statutes § 607.0732, the Company shall be managed directly by its shareholders, without a Board of Directors.

ARTICLE VIII -- INCORPORATORS

The name and address of the incorporator signing these articles is: Irving I. Lesnick, 150 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432.


ARTICLE IX -- INDEMNIFICATION

The corporation shall indemnify any Officer or any former officer, to the full extent permitted by law.

ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 27th day of February, 1998.


Irving I. Lesnick
Incorporator

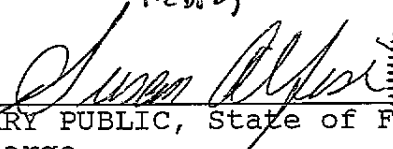
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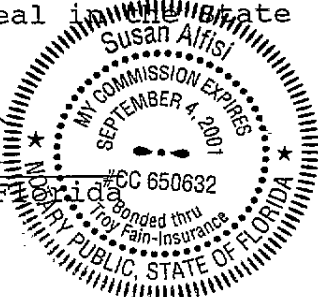
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Irving I. Lesnick, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

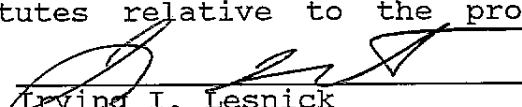
IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 27th day of ~~March~~ ^{February}, 1998.

An oath was not taken.


NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:



Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Irving I. Lesnick
Registered Agent