

P98000041985



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 810271 81763A

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ 122.50

ORDER DATE : May 7, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 810271-005

CUSTOMER NO: 81763A

CUSTOMER: Keith C. Austin, jr. KEITH C. AUSTIN, JR., P.A.

340 Royal Palm Way, 1st Floor

Palm Beach, FL 33480

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAY -7 PM 1:53

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DOMESTIC FILING

NAME: ~~SINTRA INVESTMENT CORP~~

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

509.2544
W98-10411

EXAMINER'S INITIALS:

RECEIVED 98 MAY -7 11:23 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAY -7 PM 1:53

May 7, 1998

CSC NETWORKS
 1201 HAYS STREET
 TALLAHASSEE, FL 32301

SUBJECT: SINTRA INVESTMENT CORP.
 Ref. Number: W98000010411

RESUBMIT
 Please give original
 submission date as file date.

We have received your document for SINTRA INVESTMENT CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
 Document Specialist

Letter Number: 898A00025400

RECEIVED
 DIVISION OF CORPORATIONS
 MAY -8 AM 10:41

ARTICLES OF INCORPORATION

OF

SINTRA INVESTMENT & FUNDING CORP.

FILED
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DIVISION OF CORPORATIONS
98 MAY -7 PM 1:53

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

FIRST: The name of the corporation is SINTRA INVESTMENT & FUNDING CORP., a Florida corporation.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is one hundred shares of Capital Stock with a value of ten cents per share.

Initial issue. One hundred shares of the Capital Stock of the corporation shall be issued for cash at a value of ten cents per share.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property,

or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 340 Royal Palm Way, Palm Beach, Florida 33480, and the name of the initial registered agent at such address is KEITH C. AUSTIN, JR., ESQUIRE.

SIXTH: The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Bjarne Borg

Ulf Oscarsson

EIGHTH: The name and address of the initial incorporator is as follows:

Bjarne Borg, 23 Cayman Place, Palm Beach Gardens, Florida
33418

NINTH: An affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt,

amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

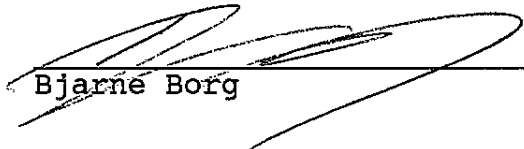
ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

TWELFTH: The address of the principal office is 23 Cayman Place, Palm Beach Gardens, Florida 33418.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Palm Beach, Palm

Beach County, Florida, on the 6th day of May, 1998.



Bjarne Borg

sbfile\sintra.art

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

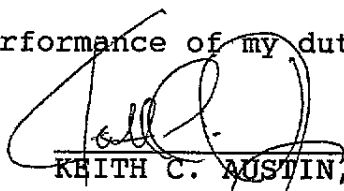
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In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

_____ . desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 23 Cayman Place, Palm Beach Gardens, Florida 33418, has named KEITH C. AUSTIN, JR., ESQUIRE, located at 340 Royal Palm Way, Suite 100, Palm Beach, Palm Beach County, Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated 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 and complete performance of my duties.



KEITH C. AUSTIN, JR., ESQUIRE

Date: May 6, 1998.