

PETER A. BELL, P.A.
ATTORNEYS AT LAW

PETER A. BELL, Esq.

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May 29, 1998

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

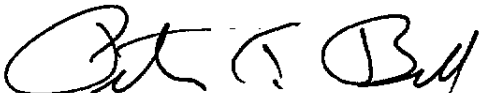
Re: Tribco USA, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation for the above-referenced corporation together with check in the amount of \$122.50 which represents the filing fee.

Thank you for your prompt attention to this matter.

Sincerely,



Peter A. Bell

PAB/dw

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 AM 9:01

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
TRIBCO USA, INC.**

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Tribco USA, Inc.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The maximum number of shares which the corporation has authority to issue is 500,000, all of which shall be common shares with a par value of \$0.00 each (no par value).

**ARTICLE FIVE
REGISTERED OFFICE**

The street address of the initial registered office of the corporation and the name of the initial registered agent at such address is:

Peter A. Bell, P.A.
322 Tamiami Trail, Suite 20
Punta Gorda, Florida 33950

The principal office address of the corporation is:

1133 Bal Harbor Boulevard, #269
Punta Gorda, Florida 33950

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE SEVEN
DIRECTORS

The Board of Directors of the corporation shall consist of such number of Directors as shall be determined by the shareholders from time to time at each annual meeting at which Directors are to be elected. The method of election of Directors shall be as stated in the By-Laws.

The names and addresses of the initial Board of Directors are:

Thomas B. Tribelhorn	1348 Pine Siskin Drive Punta Gorda, FL 33950-7646
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Willy Tribelhorn	1234 Pine Siskin Drive Punta Gorda, FL 33950-7644
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ARTICLE EIGHT
INCORPORATOR

The name and address of the Incorporator is:

Thomas B. Tribelhorn	1348 Pine Siskin Drive Punta Gorda, FL 33950-7646
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ARTICLE NINE
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no Director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of any duty owed to the Corporation or its shareholders, except that a Director may be held personally liable for (1) breaches of duty or loyalty; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) declaration of unlawful dividends or unlawful stock repurchases or redemptions; or (4) a transaction from which the Director derives an improper personal benefit.

Any Director or Officer who is involved in litigation or other proceeding by reason of his or her position as a Director or Officer of this Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law.

ARTICLE TEN
OTHER PROVISIONS

Director or Officer Interest: In the absence of fraud, no transaction between (a) this Corporation and (b) any other Association, Corporation or any Director or Officer of this Corporation individually, shall be affected by the fact that any Director or Officer of this Corporation is individually a party to the transaction or is interested in or is a Director or Officer of such other Association or Corporation.

Stock Transfer Restriction: No shareholder of this Corporation shall sell any shares of stock held by him or her in this Corporation without first offering to sell such stock to the Corporation on the same terms and conditions and at the price offered in good faith and in writing by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the Corporation at the time the stock is offered to the Corporation for sale. The Corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the Corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the Corporation and only within thirty (30) days from and after the date on which the Corporation declines to exercise its option.

Corporate Seal: The Corporation shall have a Corporate Seal which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments: All instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice President and the Secretary or Treasurer. All other instruments executed by the Corporation, including a release of mortgage or lien, may be executed by the President or Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any Officer(s) or agent(s) that are specifically designated by Resolution of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name this
29th day of May, A.D., 1998.

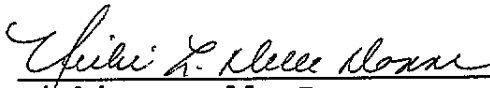


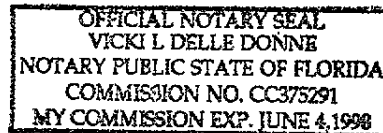
Thomas B. Tribelhorn

STATE OF FLORIDA
COUNTY OF CHARLOTTE

On this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared THOMAS B. TRIBELHORN, who is personally known to me and whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of May, A.D., 1998.


Vicki L. Delle Donne
Notary Public - State of Florida



I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent for Tribco USA, Inc.

DATED this 29th day of May, A.D., 1998.


Peter A. Bell, P.A.

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CLERK OF STATE
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