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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002571148--4
-06/24/98-01062--019
****122.50 ****122.50

SUBJECT: CAPCO MARKETING, USA, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 122 ⁵⁰/₁₀₀ for the filing fee and certificate.

FROM:

Daniel B. Capobianco
867 N.W. 81st Terrace
Plantation, Florida 33324.
(954) 452-5790

FILED
98 JUN 24 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 25 1998

**ARTICLES OF INCORPORATION
CAPCO MARKETING, USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN that on this ____ day of June, 1998, the undersigned incorporator, availing himself of the provisions of Chapter 607 of the Florida Statutes, does hereby form, organize and constitute himself into a business corporation under and in accordance with the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation shall be CAPCO MARKETING, USA, INC.

**ARTICLE II
ADDRESS**

The principal place of business and mailing address of the corporation shall be: 867 N.W. 81st Terrace, Plantation, Florida 33324.

**ARTICLE III
STOCK**

The Corporation has authority to issue 1,000 Shares of common stock without par value.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The address of the Corporation's initial registered office is: 867 N.W. 81st Terrace, Plantation, Florida 33324 and the Corporation's initial registered agent at this office is Daniel B. Capobianco.

**ARTICLE V
INCORPORATORS**

The name and street address of the Incorporator to these Articles of Incorporation is Daniel B. Capobianco, 867 N.W. 81st Terrace, Plantation, Florida 33324.

**ARTICLE VI
PURPOSE**

The Corporation's purpose is to engage in any lawful activity for which corporations may be formed under the Florida Business Corporation Law.

**ARTICLE VII
PREEMPTIVE RIGHTS**

Shareholders shall have preemptive rights.

ARTICLE VIII DIRECTORS

The business affairs of the corporation shall be managed by the Board of Directors. The number of directors shall be such number, not less than three nor more than five, as may be designated in the by-laws and if not designated, as may from time to time be elected by the shareholders, except that when all of the outstanding shares are held of record by fewer than three shareholders, then there need be only as many directors as there are shareholders, but this shall not prevent a greater number of directors as aforesaid.

ARTICLE IX SPECIAL MEETINGS

Special meetings of shareholders may be called by the president or by a majority of the Board of Directors.

ARTICLE X ISSUANCE OF STOCK

Without any necessity of action by the shareholders, previously authorized but unissued shares of stock of the corporation may be issued from time to time by the Board of Directors, and any and all shares so issued and paid for, shall be deemed full paid stock and not liable to any further assessment or call, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE XI CUMULATIVE VOTING

In the election of directors, each shareholder of record shall have the right to multiply the number of votes to which he or she is entitled by the number of directors to be elected, and to cast all such votes for one candidate, or distribute them among any two or more candidates.

ARTICLE XII SHAREHOLDERS' CONSENTS

Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without necessity for a meeting of shareholders.

The undersigned incorporator has executed these Articles of Incorporation this 22 day of JUNE, 1998.


Daniel B. Capobianco, Incorporator


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

1. The name of the Corporation is: CAPCO MARKETING, USA, INC.
2. The name and address of the Corporation's registered agent and office is:

Daniel B. Capobianco
867 N.W. 81st Terrace
Plantation, Florida 33324.

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 am familiar with and accept the obligations of my position as registered agent.


Daniel B. Capobianco

6/22/98
(Date)

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