

Aug-03-98 02:52 Fernand Lamothe C.A.

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8/03/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000014338 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FERNAND LAMOTHE, INC.
CONTACT: FERNAND LAMOTHE
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ACCT#: 105057001570

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NAME: INPACK USA INC

AUDIT NUMBER.....H98000014338

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

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ARTICLES OF INCORPORATION
OF
INPACK USA INC.

FILED
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TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be "INPACK USA INC."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 680 N.E. 64th STREET, SUITE A, PH2, MIAMI, FL 33138.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of Common Stock, par value \$ 10.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 768 9548

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, Chartered Accountant, 721 S.E. 17th Street, Fort Lauderdale, Florida 33316.

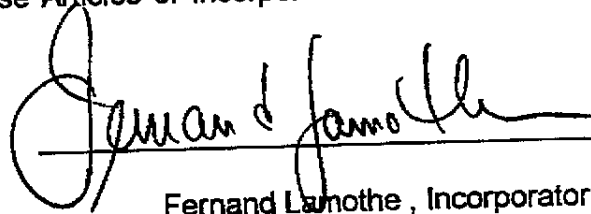
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street, Fort Lauderdale,
Florida, 33316

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Directors are, Roselyne Vilovar, President, 680 N.E. 64th Street, Suite A, PH2, Miami, FL 33138, and Cedric Calmet, Secretary-Treasurer, 680 N.E. 64th Street, Suite A, PH2, Miami, FL 33138.

The undersigned has executed these Articles of Incorporation this 3rd day of August, 1998.


Fernand Lamothe, Incorporator

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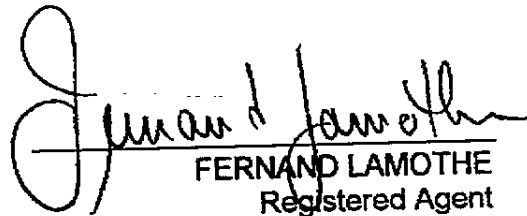
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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: August 3, 1998.


FERNAND LAMOTHE
Registered Agent

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