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Law Office of Mark E. Herr

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P.O. Box 620337
Orlando, Florida 32762-0337

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July 29, 1998

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

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-07/31/98--01054--002
****122.50 ****122.50

Re: ELECTROBRITE USA, INC.

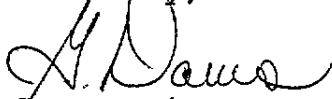
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent's fee	\$ 35.00
	<u>\$122.50</u>

Please return the executed, certified copy of the Articles of Incorporation together with the registered agent's certificate to this office.

Sincerely,



Gwen Davis
Secretary to Mr. Mark Herr

gmd

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

ELECTROBRITE USA, INC.

ARTICLE I - NAME

The complete legal name of the corporation is

ELECTROBRITE USA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 315 Paint Street, Rockledge, Florida 32955.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual and the corporate existence will commence upon the filing of these Articles by the Department of State, State of Florida.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation shall have the authority to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial Registered Agent for this corporation is:

DAVID SHEAD, 1351 Twin Rivers Blvd.,
Oviedo, Florida 32765

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors is to be five (5), whose names and addresses are:

Name:

Address:

DAVID SHEAD

1351 Twin Rivers Blvd.
Oviedo, Florida 32765

DEBORAH SHEAD

1351 Twin Rivers Blvd.
Oviedo, Florida 32765

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DANIEL LAROCQUE

285 Place Youville, Apt. 44
Montreal, Canada H2Y284

PIERRE LAROCQUE

285 Place Youville, Apt. 59
Montreal, Canada H2Y284

CHARLES CASADBON

1981 Magil College
Montreal, Canada H3A3C7

These Directors shall hold office until the first annual meeting of the stockholders of the Corporation or until successors are elected and have qualified.

ARTICLE VII - OFFICERS

The Officers of the Corporation shall be: a President, one or more Vice Presidents, Secretary, and Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors, or until their successors are elected and have qualified; the following shall be the officers of the Corporation:

President:	DAVID SHEAD
Vice President:	DEBORAH SHEAD
Treasurer:	DEBORAH SHEAD
Secretary:	DANIEL LAROCQUE

ARTICLE IX - INCORPORATOR(S)

The name and address of the incorporator of this Corporation is:

Name: Address:

DAVID SHEAD

1351 Twin Rivers Blvd.
Oviedo, Florida 32765

WITNESS WHEREOF, I have subscribed my name on these Articles of Incorporation, this 29th day of July, 1998.



DAVID SHEAD, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared DAVID SHEAD, who is to me well known to be the person described in, and who produced a Florida Driver License as identification,

and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me, and whom did take an oath that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Oviedo, in said County and State, this 29th day of July, 1998.



Gwendolyn Marie Davis
My Commission CC573397
Expires Oct. 17, 2000

Gwendolyn Marie Davis
Gwendolyn Marie Davis
My Commission Expires

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 60 7.0501, Florida Statutes, the undersigned corporation, organized the laws of the State of Florida, submits the following statement in designating the registered office/register agent, in the State of Florida.

1. The name of the Registered Agent is:

DAVID SHEAD, 1351 Twin Rivers Blvd.,
Oviedo, Florida 32765

David Shead
DAVID SHEAD

TITLE: DIRECTOR

7/29/98
Date

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

David Shead
DAVID SHEAD

7/29/98
Date:

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