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August 7, 1998

Florida Secretary of State
State of Florida
Department of State
Corporate Records Division
P. O. 6327
409 East Gaines Street
Tallahassee, Florida 32314

EFFECTIVE DATE

8-7-98

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*****70.00 *****70.00

RE: Articles of Incorporation for Westplan Asset Management USA, Inc.

To Whom it May Concern:

Enclosed with this letter are two original copies of the Articles of Incorporation for Westplan Asset Management USA, Inc. Also enclosed is a check in the amount of \$70.00 to cover the incorporation fee.

Please file the Articles of Incorporation, stamp the enclosed copy with the filing date, and return the enclosed copy to me in the envelope which I have provided.

Thank you for your assistance in this matter, and please do not hesitate to contact me should you have any questions.

Very truly yours,

Douglas A. Booher
Douglas A. Booher

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TALLAHASSEE, FLORIDA

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Enclosures

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8-14-98
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**ARTICLES OF INCORPORATION
OF
WESTPLAN ASSET MANAGEMENT U.S.A., INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE
8-7-98

Article

Name

The name of the corporation is Westplan Asset Management U.S.A., Inc., and the address of the principal office and mailing address of the corporation is at 3740 Camden Island Court Jacksonville, Florida, 32224.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 50 North Laura Street, Suite 2200, Jacksonville, Florida, 32202, and the name of the initial registered agent of this corporation at that address is Douglas A. Booher, Esquire.

Article VI

Directors

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation is or are:

<u>Name</u>	<u>Street Address</u>
Pieter Both	3740 Camden Island Ct. S. Jacksonville, Florida 32224
Ewoud Swaak	Kruisweg 825-b 2132 NG Hoofddorp The Netherlands

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the

board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

Article VIII

Incorporator

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

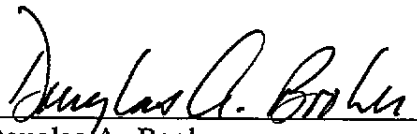
Douglas A. Booher, Esquire
50 North Laura Street, Suite 2200
Jacksonville, Florida 32202

Article IX

Amendment

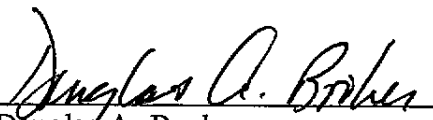
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 7th day of August, 1998.



Douglas A. Booher
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.



Douglas A. Booher

Dated: August 7th 1998

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