

LIBRA TECHNOLOGY SERVICES

P98000073458

August 20 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002622294--9
-08/21/98-01092-002
****122.50 ****122.50

Re: TOTALE (USA), Inc.

Dear Sir:

I am enclosing herewith an original and copy of Articles of Incorporation for the above-named corporation, together with a check in the amount of \$122.50 to cover the cost of filing. Kindly return the extra copy to the undersigned after filing in the enclosed self-addressed Federal Express envelope.

Thank you for your anticipated cooperation.

Very truly yours

Barbara A. Sweginnis
Barbara A. Sweginnis

/bas
Encs.

VIA FEDERAL EXPRESS

FILED
98 AUG 21 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
8/21/98

ARTICLES OF INCORPORATION

OF

TOTALe (USA), INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: - TOTALe (USA), INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this business is to perform any and all lawful business in the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of Common Stock, \$0.01 par value, which shall be designated as "Common Shares".

ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be 1301 West Newport Center Drive, Deerfield Beach, Florida 33442. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have TWO (2) Directors initially. The number of directors may be increased or diminished from time to time through the By-Laws adopted by the stockholders, but shall never be less than ONE (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

HAROLD L. VAN ARNEM
621 NW 53rd Street
Boca Raton, FL 33487

Chief Executive Officer/
Director

ADAM REISER
621 NW 53rd Street
Boca Raton, FL 33487

President/Director

JULIA M. DECKER
621 NW 53rd Street
Boca Raton, FL 33487

Treasurer

BARBARA A. SWEGINNIS
621 NW 53rd Street
Boca Raton, FL 33487

Secretary

ARTICLE IX - SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is:

HAROLD L. VAN ARNEM
621 NW 53rd Street
Boca Raton, FL 33487

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their

intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Subscriber, has executed the foregoing Articles of Incorporation on this 20 day of August, 1998.


HAROLD L. VAN ARNEM - Subscriber

CERTIFICATE DESIGNATING REGISTERED AGENT


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

THAT TOTALE (USA), INC., desiring to organize under the laws of the State of Florida, with its principal office at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442 has named DREW M. LEVITT located at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442, as its Agent to accept service of process within this State.


HAROLD L. VAN ARNEM - Subscriber

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


DREW M. LEVITT
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA