

LANGEN & LANGEN, P.A.

ATTORNEYS AT LAW
112 SOUTH HIBISCUS ISLAND
MIAMI, FLORIDA 33139-5130

HILARY LANGEN *
ROLAND LANGEN*
CHRISTOPHER LANGEN +
MAX LANGEN ♦

TEL. (305) 674-0023
FAX (305) 674-0022
MAX@LANGEN.ORG

P98000074829

* ADMITTED IN FLORIDA AND BRAZIL
+ ADMITTED IN FLORIDA AND NEW YORK
♦ ADMITTED IN FLORIDA AND BEFORE THE
U.S. PATENT AND TRADEMARK OFFICE

August 19, 1998

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

Re: VISICONTROL USA INC.

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-08/24/98--01140--012
****122.50 ****122.50

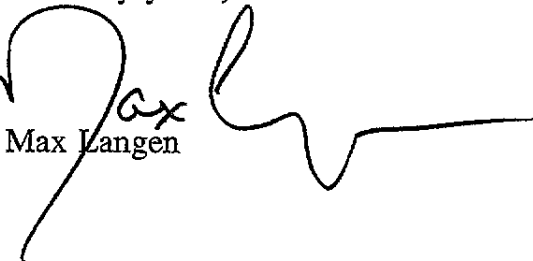
Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm. A preliminary search by your office has indicated that the name is available.

Also enclosed is a check for \$122.50 to cover the costs of the filing fee as well as the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,


Max Langen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 11:14

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 11:14

ARTICLES OF INCORPORATION OF
VISICONTROL USA INC.

ARTICLE I
NAME

The name of this corporation is VISICONTROL USA INC.

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) Shares of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is Max Langen, Esq., 112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

c/o Max Langen
112 S. Hibiscus Dr.
Miami Beach, FL 33139

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director/incorporator of the corporation and his address is:

Volker Jauch
112 S. Hibiscus Dr.
Miami Beach, FL 33139

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

Max Langen
112 S. Hibiscus Dr.
Miami Beach, FL 33139

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer, Incorporator or Director or any former officer, Incorporator or Director, to the full extent permitted by law.

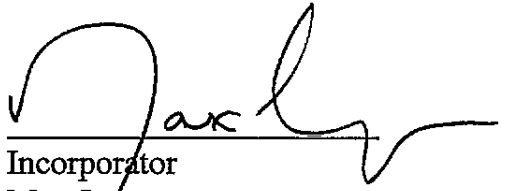
ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 18th day of August, 1998.




Incorporator
Max Langen

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of July, 1998, by Max Langen who is:

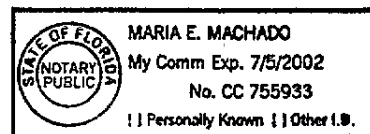
 X personally known to me; or
 _____ has produced _____ as identification and
who did (did not) take an oath.



Notary Public, Florida

My commission expires:

7/5/2002

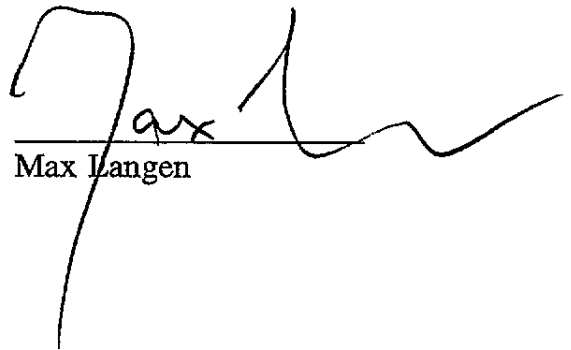


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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the registered agent
of VISICONTROL USA INC.

This acceptance is dated the 18th day of August, 1998.


Max Langen