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LAW OFFICES
NEILL, GRIFFIN, JEFFRIES, FOWLER, TIERNEY & NEILL

CHARTERED

311 SOUTH SECOND STREET

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
MICHAEL D. FOWLER
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
RENÉE C. MARQUIS

MAILING ADDRESS:
POST OFFICE BOX 1270
FORT PIERCE, FL 34954
TELEPHONE (561) 464-8200
FAX (561) 464-2566

September 8, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002638020--4
-09/14/98--01037--016
****122.50 ****122.50

Re: Fuji North American, Inc.

Gentlemen:

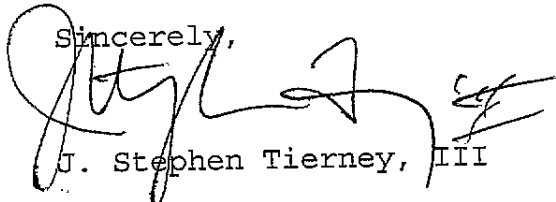
Enclosed is an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify, and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

A. Articles Of Incorporation filing fee:	\$ 35.00
B. Certified copy of Articles Of Incorporation:	52.50
C. Registered Agent Designation Filing Fee:	35.00
	<hr/>
	\$122.50

Thank you for your cooperation.

Sincerely,


J. Stephen Tierney, III

JST/jw
Enclosures

P. Hall

SEP 17 1998

FILED
98 SEP 14 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FUJI NORTH AMERICAN, INC.

FILED
98 SEP 14 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is FUJI NORTH AMERICAN, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue ten thousand (10,000) shares shares of common stock having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1839 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952 and the name of the initial registered agent of this corporation at that address is RICHARD OLDFIELD. The mailing address of the corporation is the same.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Richard Oldfield	1839 SE Port St. Lucie Blvd. Port St. Lucie, FL 34952
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ARTICLE VII - INCORPORATOR

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

Richard Oldfield	1839 SE Port St. Lucie Blvd. Port St. Lucie, FL 34952
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ARTICLE VIII - OFFICERS

The following named person shall be officers of this corporation from its inception and until his successors are duly elected and qualified:

Richard Oldfield	President/Secretary/Treasurer
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ARTICLE IX - AMENDMENT

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

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1998.


RICHARD OLDFIELD


STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared RICHARD OLDFIELD, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of August, 1998.



J. Stephen Tierney, III
MY COMMISSION # CC520215 EXPIRES
April 20, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.
J. STEPHEN TIERNEY III
(Print Name)
MY COMMISSION EXPIRES:

I.D. Produced: PERSONALLY KNOWN

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED


In accordance with the provisions of Chapter 48.091, Florida Statutes, FUJI NORTH AMERICAN, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named Richard Oldfield, whose address is 1839 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED:

8/28/98



RICHARD OLDFIELD

FILED
98 SEP 14 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA