

P98000086826



ACCOUNT NO. : 072100000032

REFERENCE : 991085 4312830

AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 70.00

ORDER DATE : October 9, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 991085-005

CUSTOMER NO: 4312830

CUSTOMER: Ms. Marianne G. Smith
FENWICK & WEST
FENWICK & WEST
Building 2
Two Palo Alto Square
Palo Alto, CA 94306

200002660502--0

RECEIVED
98 OCT -9 PM 12:06
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: CASTELLANO-BELTRAME USA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

J
10/9/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 2:28

**ARTICLES OF INCORPORATION
OF
CASTELLANO-BELTRAME USA INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 2:28

ARTICLE I

The name of the corporation is Castellano-Beltrame USA Inc.

ARTICLE II

The street address of the principal office of the corporation is: Design Center at Quiet Waters, 324 South Powerline Road, Deerfield Beach, Florida 33442. The mailing address of the corporation is the same as the principal office address.

ARTICLE III

The total number of shares of all classes of stock which the corporation has authority to issue is Two Hundred Thousand (200,000) shares, consisting of two classes: One Hundred Thousand (100,000) shares of Common Stock, \$0.001 par value per share, and One Hundred Thousand (100,000) shares of Preferred Stock, \$0.001 par value per share.

The Board of Directors is authorized, subject to any limitations prescribed by the law of the State of Florida, to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing Articles of Amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding). The number of authorized shares of Preferred Stock may also be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote, unless a vote of any other holders is required pursuant to Articles of Amendment establishing a series of Preferred Stock.

Except as otherwise expressly provided in any Articles of Amendment designating any series of Preferred Stock pursuant to the foregoing provisions of this Article III, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

ARTICLE IV

The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the registered office is Corporation Service Company.

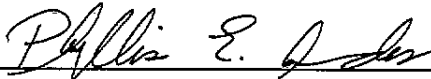
The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V

The name and address of the incorporator is Phyllis E. Andes, Fenwick & West LLP, 1920 N Street, N.W., Suite 650, Washington, D.C. 20036.

ARTICLE VI

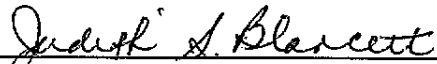
The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.



Phyllis E. Andes, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 

Name: Judith S. Blancett
Title: Assistant Vice President
Date: October 9, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 2:28