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ACCOUNT NO. : 072100000032

REFERENCE : 189396 4352702

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 78.75

ORDER DATE : March 31, 1999

ORDER TIME : 10:45 AM

ORDER NO. : 189396-005

CUSTOMER NO: 4352702

000002825360--7

CUSTOMER: Ms. Lisa Folis
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: AGORA USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

File 15t

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 31 PM 3:03

RECEIVED
99 MAR 31 AM 11:32
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ARTICLES OF INCORPORATION

OF

AGORA USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 31 PM 3:03

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Agora USA, Inc.

2. Principal Office. The principal office and mailing address of the Corporation is:

5151 Sun Circle
Sarasota, Florida 34234

3. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Ric Gregoria, Esq.
Williams Parker Harrison Dietz & Getzen
200 S. Orange Avenue
Sarasota, Florida 34236

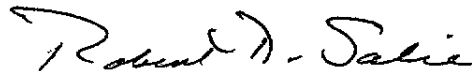
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.


6. Incorporator. The name and address of the incorporator of the Corporation is:

Robert D. Salie
5151 Sun Circle
Sarasota, Florida 34234

7. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 30th day of March 1999.


Robert D. Salie
Incorporator


Ric Gregoria, Esq.
Registered Agent

SBH-350338.1

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