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GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

14217 THIRD STREET

DADE CITY, FLORIDA 33523

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May 12, 1999

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

Re: Loadquote U.S.A., INC.

400002875224--0
-05/14/99--01040--015
****122.50 *****78.75

Dear Sir/Madam:

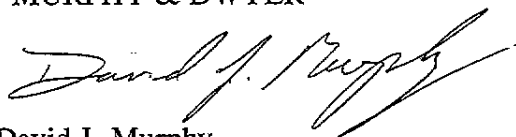
Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original, certify and return the copy to our office.

Also enclosed is our check in the amount of \$122.50 for your fees for filing the Articles of Incorporation, Registered Agent Certificate, and for certifying the copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER



David J. Murphy

DJM/dk

Enclosures

FILED
99 MAY 14 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 5/19

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**ARTICLES OF INCORPORATION
OF
Loadquote U.S.A., Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is Loadquote U.S.A., Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares, all of which shall be Common Shares.

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the corporation is 14221 7th Street, Dade City, Pasco County, Florida 33523. The street address of the initial registered office of this corporation is 14217 Third Street, Dade City, Florida 33523. The name of the initial registered agent of this corporation at that address is David J. Murphy.

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

John Powell
14221 7th Street
Dade City, FL 33523

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of
Incorporation on the 11TH day of May, 1999.


John Powell

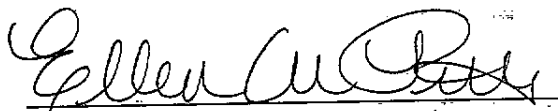
STATE OF FLORIDA

COUNTY OF PASCO

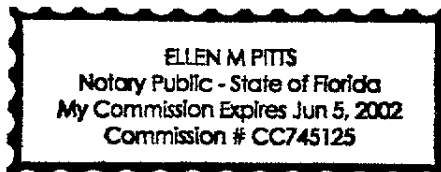
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and
County set forth above, personally appeared John Powell, known by me to be the persons who
executed the foregoing Articles of Incorporation, and who acknowledged before me that they
executed these Articles of Incorporation and who furnished as proof of identification:

PERSONALLY KNOWN

IN WITNESS WHEREOF I have set my hand and seal in the state and county above
this 11TH day of May, 1999.


Printed name: Ellen M Pitts
Notary Public

Commission:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

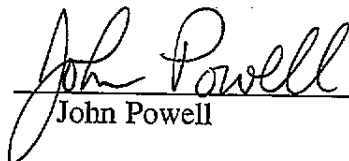
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Loadquote U.S.A.,^{Inc.} desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14221 7th Street, Dade City, Florida 33523, has named David J. Murphy, whose address is 14217 Third Street, Dade City, Florida 33523, as its agent to accept service of process within Florida.

DATED: MAY 11TH, 1999

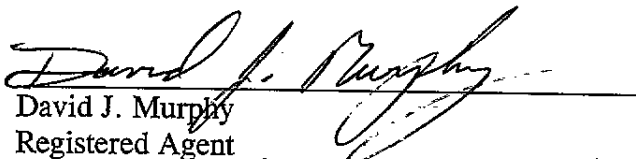
SIGNED: _____


John Powell

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: MAY 11TH, 1999


David J. Murphy
Registered Agent