

# LIBRA TECHNOLOGY SERVICES

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December 2, 1999

FILED  
99 DEC -3 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: TOTALE USA, Inc.

000003060420--1

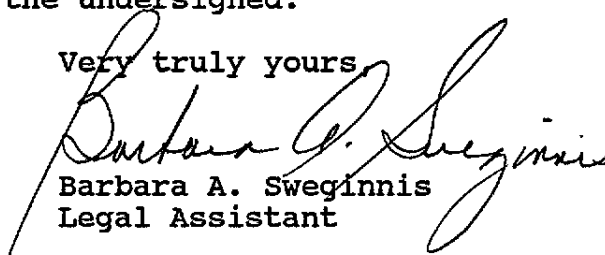
-12/03/99--01085--020

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-captioned company, together with our check in the amount of \$78.75 to cover the cost of filing and returning one certified copy to the undersigned.

Very truly yours,

  
Barbara A. Sweginnis  
Legal Assistant

/bas  
Enc.

VIA FEDERAL EXPRESS

**ARTICLES OF INCORPORATION  
OF  
TOTALE USA, INC.**

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**ARTICLE I - NAME**

The name of the corporation is: - TOTALE USA, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this business is to perform any and all lawful business.

**ARTICLE IV - STOCK**

This corporation is authorized to issue TEN MILLION (10,000,000) shares of Common Stock, \$0.01 par value, which shall be designated as "Common Shares".

**ARTICLE V - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - REGISTERED AGENT  
AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be 1301 West Newport Center Drive, Deerfield Beach, Florida 33442. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### ARTICLE VII - DIRECTOR

This corporation shall have ONE (1) Director initially. The number of directors may be increased or diminished from time to time through the By-Laws adopted by the stockholders, but shall never be less than ONE (1).

#### ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

HAROLD L. VAN ARNEM 1301 W Newport Center Drive Deerfield Beach, FL 33442	Chief Executive Officer/ Chairman of the Board
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N. PHILIP MCKNIGHT 1301 W Newport Center Drive Deerfield Beach, FL 33442	President
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JULIA M. DECKER 1301 W Newport Center Drive Deerfield Beach, FL 33442	Treasurer
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JULIA M. DECKER 1301 W Newport Center Drive Deerfield Beach, FL 33442	Secretary
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#### ARTICLE IX - SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is:

HAROLD L. VAN ARNEM  
1301 W Newport Center Drive  
Deerfield Beach, FL 33442

#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their

intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Subscriber, has executed the foregoing Articles of Incorporation on this 2 day of December, 1999.

  
HAROLD L. VAN ARNEM - Subscriber

**CERTIFICATE DESIGNATING REGISTERED AGENT**

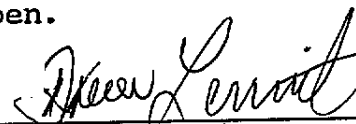
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

THAT TOTALE USA, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442 has named DREW M. LEVITT located at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442, as its Agent to accept service of process within this State.

  
HAROLD L. VAN ARNEM - Subscriber

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
DREW M. LEVITT  
Registered Agent

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TALLAHASSEE, FLORIDA