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December 15, 1999
Via Express Mail

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

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-12/20/99-01121-004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: 1. CNH INTERNATIONAL CORPORATION
2. TELESonic INTERNATIONAL CORPORATION

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for each of the above-referenced corporations along with two checks each in the amount of \$78.75 covering \$70.00 filing fees and \$8.75 certified copies fees.

For your convenience, we have enclosed an Express Mail return label and envelope, charging our account, for your use to send the certified copy to us.

Very truly yours


Dick R. Lee

Enclosures

DRL/mjb.23

EFFECTIVE DATE

12-15-99

12/23

ARTICLES OF INCORPORATION
OF
CNH INTERNATIONAL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is CNH INTERNATIONAL CORPORATION. The mailing address is: 14259 S.W. 62 Street, Miami, Florida 33183.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence. The Corporation shall commence existence on December 15, 1999.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

EFFECTIVE DATE
12-15-99

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 14259 S.W. 62 Street, Miami, Florida, and the initial registered agent of this Corporation at such office shall be Chien Sheng Wang

who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than 15. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Chien Sheng Wang	14259 S.W. 62 Street Miami, Florida 33183

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Chien Sheng Wang	14259 S.W. 62 Street Miami, Florida 33183


CHIEN SHENG WANG
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CNH INTERNATIONAL CORPORATION at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

DATED this 15 day of December 1999.


CHIEN SHENG WANG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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