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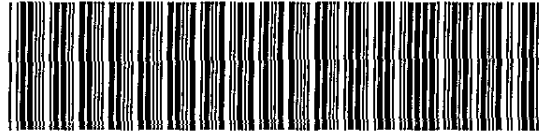
(Business Entity Name)

(Document Number)

Certified Copies       Certificates of Status

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-10-02  
Bj

DEVITO AND COLEN, P.A.  
JAMES A. DEVITO  
GERALD R. COLEN

7243 BRYAN DAIRY ROAD • LARGO, FLORIDA 33777  
TELEPHONE (727) 545-8114  
TELEFAX (727) 545-8227

December 4, 2002

Department of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32301

RE: DeCo AMERICAS, INC.

Gentlemen:

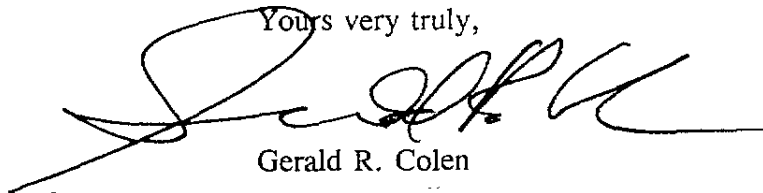
Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation of DeCo AMERICAS, INC.;
2. Check made payable to Department of State in the sum of \$87.50 to cover the following:

\$35.00	Filing Fee (profit corporation)
\$35.00	Designation of Registered Agent
\$ 8.75	Certified copy of Articles
<u>\$ 8.75</u>	Certificate of Status
\$87.50	

Please file the original of the enclosed documents and return a certified copy to the undersigned.

Yours very truly,



Gerald R. Colen

GRC/mpj  
Enclosures  
(02-514)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DeCo AMERICAS, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following ARTICLES OF INCORPORATION for such corporation:

**ARTICLE I. NAME**

The name of this corporation is DeCo AMERICAS, INC.

**ARTICLE II. DURATION**

The period of its duration is perpetual.

**ARTICLE III. PURPOSE**

This Corporation is organized to perform any act and deed that is legal and is permitted by the laws of the United States and the State of Florida and any other state in which the corporation might choose to conduct business including, as well, the District of Columbia.

**ARTICLE IV. CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of stock at \$1.00 per share.

**ARTICLE V. INITIAL STREET ADDRESS**

The initial street address of the principal office of this Corporation is:  
7243 Bryan Dairy Road, Largo, Florida 33777.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS AND OFFICERS**

The number of directors constituting its initial board of directors is three, whose names and addresses are:

TAMARA A. de DIOS  
President and Director  
7243 Bryan Dairy Road  
Largo, FL 33777

ROBERT L. COLEN  
Secretary, Treasurer and Director  
7243 Bryan Dairy Road  
Largo, FL 33777

JORGE L. de DIOS  
Vice President and Director  
7243 Bryan Dairy Road  
Largo, FL 33777

**ARTICLE VII. INCORPORATORS**

The name and address of the incorporators are:

TAMARA A. de DIOS, 7243 Bryan Dairy Road, Largo, FL 33777

ROBERT L. COLEN, 7243 Bryan Dairy Road, Largo, FL 33777

JORGE L. de DIOS, 7243 Bryan Dairy Road, Largo, FL 33777

**ARTICLE VIII. AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE IX. REGISTERED AGENT AND ADDRESS**

The name of the registered agent and the street address of the registered office are as follows: GERALD R. COLEN, 7243 Bryan Dairy Road, Largo, Florida 33777.

**ARTICLE X. POWERS**

This Corporation shall have the power to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any of the objects relative to the operation and maintenance of a business. In addition, this Corporation shall have all the powers set forth in Chapter 607.011, Florida Statutes (1984), and as amended thereafter.

**ARTICLE XI. 1244 ELECTION**

The capital stock issued by the Corporation shall be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code, so as to have it qualify as Section 1244 stock, and the Corporation shall adopt appropriate resolutions to accomplish this purpose.

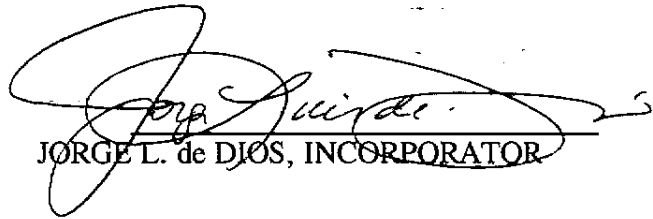
IN WITNESS WHEREOF, the undersigned Incorporator has executed these ARTICLES OF INCORPORATION, this 29<sup>th</sup> day of NOVEMBER, 2002.



TAMARA A. de DIOS, INCORPORATOR



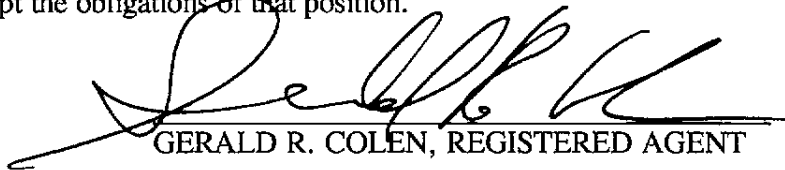
ROBERT L. COLEN, INCORPORATOR



JORGE L. de DIOS, INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the appointment as Registered Agent for said Corporation and certify that I am familiar with and accept the obligations of that position.



GERALD R. COLEN, REGISTERED AGENT

STATE OF FLORIDA VIRGWA  
COUNTY OF PINELLAS FAIRFAX

BEFORE ME, the undersigned authority, personally appeared TAMARA A. de DIOS and JORGE L. de DIOS, who are personally known to me or produced DRIVERS LICENSE as identification and who, being by me first duly sworn, deposes and says that they are the persons who subscribed the above and foregoing ARTICLES OF INCORPORATION for the purposes therein expressed.

SWORN TO and subscribed before me this 29<sup>th</sup> day of NOVEMBER, 2002.

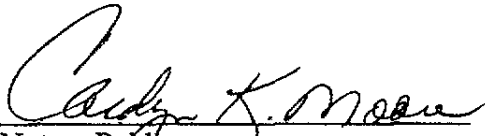
  
NOTARY PUBLIC

My Commission Expires: 12-31-02

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared ROBERT L. COLEN, to me well known and he, being duly sworn by me deposed and said that he is the person who subscribed his name to the above and foregoing ARTICLES OF INCORPORATION for the purposes therein expressed.

SWORN TO and subscribed before me this 2<sup>nd</sup> day of December 2002 at Largo, Pinellas County, Florida.

  
Notary Public

My Commission Expires:

