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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 801270 4301893
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 78.75

ORDER DATE : July 13, 2004
ORDER TIME : 10:05 AM
ORDER NO. : 801270-010
CUSTOMER NO: 4301893
CUSTOMER: Ms. Barbie Patterson
Thelen Reid & Priest LLP
875 Third Avenue
New York, NY 10022

DOMESTIC FILING

NAME: PACARD CORP.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
PACARD CORP.

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TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation shall be **Pacard Corp.** (the "Corporation").

SECOND: The street address, wherever located, of the principal office of the Corporation is c/o Natexis Pramex, 1251 Avenue of the Americas, 34th Floor, New York, NY 10020.

The mailing address, wherever located, of the Corporation is c/o Natexis Pramex, 1251 Avenue of the Americas, 34th Floor, New York, NY 10020.

THIRD: The total number of shares of capital stock which the Corporation shall have authority to issue is Two Thousand (2,000), all of which are without par value and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

Barbara Patterson
c/o Thelen Reid & Priest LLP
875 Third Avenue
New York, NY 10022

SIXTH: The purposes for which the Corporation is organized are as follows:

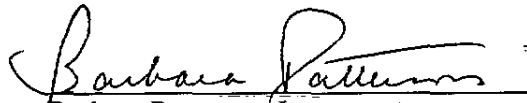
To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, and to have all of the general powers granted to corporations

organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

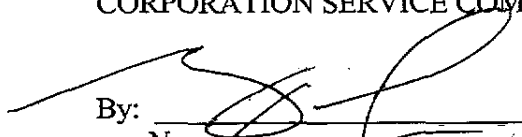
EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on July 12, 2004.


Barbara Patterson, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: Brian Courtney
Title: Asst. V. Pres.
Date: 7/15/02

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