

995000060055

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(((H95000008427))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: MURTI, WALD, BIONDO, MORENO, P.A.
DEPARTMENT OF STATE 25 SE 10 AVE
STATE OF FLORIDA SUITE 10
409 EAST GAINES STREET MIAMI FL 33131-
TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
FAX: (704) 922-4000 PHONE: (305) 358-5900
FAX: (305) 358-9490

(((H95000008427))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FRADA LIMITED, INC.
FAX AUDIT NUMBER: H95000008427 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/31/1995 TIME REQUESTED: 15:38:10
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 076150002103

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F1=Help F10=Menu bar

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95 AUG -3 PM 2: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

SEP 11 1995
TALLAHASSEE
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

AOE Limited, INC.

August 2, 1995

MURRI WALD BIONDO MORENO, P.A.

MIAMI, FL 33131

SUBJECT: FRAGA LIMITED, INC.
REF: W95000015529

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008427
Letter Number: 395A00036387

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

MURAI WALD BIONDO & MORENO, P.A.
25 S.E. 2nd Ave.
Suite 900, Ingraham Building
Miami, FL 33131

TELEFAX

TO: Secretary of State
FROM: Don A. Carterberry
DATE: 07/31/95
FAX NO: 1-904-922-4000
CLIENT: _____

Number of Pages (including this cover page) 9

If you have any problems with the transmittal, please call as soon as possible.
Our telephone # (305) 358-5900 Our fax # (305) 358-9490

SENT BY: Don TIME SENT: 12:10

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, the reader is hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via the U.S. postal service.

MESSAGE:

ARTICLES OF INCORPORATION

OF

AOE LIMITED, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is AOE LIMITED, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

PREPARED BY:

M. Cristina Moreno, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900
Florida Bar No. 259721

FILED
95 AUG -3 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER:
H95000008427

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be 2299 Douglas Road, 4th Floor, Miami, Florida 33145.

FAX AUDIT NUMBER:
H95000008427

FAX AUDIT NUMBER:
H95000008427

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and street address of the initial director is:

Antonio O. Fraga
2299 Douglas Road
4th Floor
Miami, Florida 33145

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue
Suite 900
Miami, Florida 33131

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

FAX AUDIT NUMBER:
H95000008427

FAX AUDIT NUMBER:
H95000008427

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

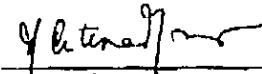
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of July, 1995.

Murai, Wald, Biondo
& Moreno, P.A.

By:



M. Cristina Moreno
Incorporator

FAX AUDIT NUMBER:
H95000008427

FAX AUDIT NUMBER:
H95000008427

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of July, 1995 by M. CRISTINA MORENO who is () personally known to me or () has produced N/A as identification.

NOTARY PUBLIC

Lori A. Canterbury
Print Name: Lori A. Canterbury

My Commission Expires:

FAX AUDIT NUMBER:
H95000008427

CERTIFICATE OF REGISTERED AGENT

OF

AOF LIMITED, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That AOF LIMITED, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 27th day of July, 1995.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: *M. Cristina Moreno*

M. Cristina Moreno

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX AUDIT NUMBER:
H95000008427

P95000060055

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

MANSFIELD USA, INC., a Florida corporation, P96000049414

INTO

AOF LIMITED, INC., a Florida corporation, P95000060055

File date: June 28, 1996, effective June 30, 1996

Corporate Specialist: Linda Stitt

P95 0000 60035

Terminal Emulation
File Edit Services Terminal Special

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(((H96000009034))) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: MURAI, WALD, BIONDO, MORENO, P.A.
 DEPARTMENT OF STATE 25 SE 2ND AVE
 STATE OF FLORIDA SUITE 900
 409 EAST GAINES STREET MIAMI FL 33131- 33401-
 TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
 FAX: (904) 922-4000 PHONE: (305) 358-5900
 FAX: (305) 358-9490

(((H96000009034))) DOCUMENT TYPE: MERGER OR SHARE EXCHANGE
 NAME: AOF LIMITED, INC.
 FAX AUDIT NUMBER: H96000009034 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 06/27/1996 TIME REQUESTED: 16:41:51
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076150002103

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RECEIVED
JUN 28 1996

*Program
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EFFECTIVE DATE

6-30-96

06 JUN 28 1996

06 JUN 28 1996

06 JUN 28 1996

FAX AUDIT NUMBER:
H96000009034

ARTICLES OF MERGER

(Pursuant to §607.1101 and §607.1104 of
Florida Business Corporation Act)

1. AOF Limited Inc. and Mansfield USA, Inc., being validly and legally formed under the laws of the State of Florida have adopted a Plan of Merger. AOF Limited Inc. owns all of the outstanding shares of Mansfield USA, Inc. and therefore AOF Limited Inc. is the parent corporation and Mansfield USA Inc. is the subsidiary corporation.

2. The name of the surviving corporation is AOF Limited, INC.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes and is attached hereto as Exhibit "A".

4. The Plan of Merger will become effective on June 30 1996.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of Mansfield USA Inc. on June 13, 1996, as evidenced by Exhibit "B".

7. Although this is a merger of a subsidiary into its parent, and shareholder approval by the shareholders of the parent corporation is not required, the Plan of Merger was nevertheless adopted by the sole Shareholder and by the Board of Directors of AOF Limited, Inc. on June 13, 1996, as evidenced by Exhibit "C".

8. The Plan of Merger calls for the cancellation of the issued shares of the subsidiary corporation, Mansfield USA Inc. No additional shares in AOF Limited Inc. will be issued or distributed.

DATED: JUNE 13, 1996.

Mansfield USA, INC.,
a Florida corporation

AOF LIMITED, INC.,
a Florida corporation

By: [Signature]
Antonio O. Fraga, President

By: [Signature]
Antonio O. Fraga, President

ATTEST:

ATTEST:

By: [Signature]
Antonio O. Fraga, Secretary

By: [Signature]
Antonio O. Fraga, Secretary

(Corporate Seal)

(Corporate Seal)

EFFECTIVE DATE

PREPARED BY:

M. Cristina Moreno, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Ave., #900, Miami, FL 33131
(305) 358-5900; Florida Bar No. 259721

6-30-96

FAX AUDIT NUMBER:
H96000009034

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

13th The foregoing instrument was acknowledged before me this day of June, 1996, by Antonio O. Fraga, as President of AOF Limited, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

Roxana Quintana
print: _____
State of Florida



My Commission Expires:

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

13th The foregoing instrument was acknowledged before me this day of June, 1996, by Antonio O. Fraga, as President of Mansfield USA, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC

Roxana Quintana
print: ROXANA QUINTANA
State of Florida



My Commission Expires:

EQUIBTT "A"PLAN OF MERGER

Plan of Merger dated June 13, 1996 between AOF Limited, Inc., a Florida corporation (hereinafter the "Surviving Corporation") and Mansfield USA, Inc., a Florida corporation (hereinafter the "Absorbed Corporation").

STIPULATIONS

- A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2299 Douglas Road, 4th Floor, Miami, Florida 33145.
- B. The Surviving Corporation has a capitalization of One Thousand (1,000) authorized shares of One Dollar (\$1.00) par value common stock, of which 1,000 shares are issued and outstanding. All such shares are held by Antonio O. Fraga.
- C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 2299 Douglas Road, 4th Floor, Miami, Florida 33145.
- D. The Absorbed Corporation has a capitalization of 60,000 authorized shares of common stock par value \$1.00 of which 60,000 shares are issued and outstanding.
- E. All of the outstanding shares of the Surviving Corporation are held by Antonio O. Fraga. All outstanding shares of the Absorbed Corporation are held by the Surviving Corporation.
- F. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation which shall be the surviving corporation. On and after the Effective Date, the Surviving Corporation shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act, and the separate existence of the Absorbed Corporation shall cease. The Surviving Corporation shall

FAX AUDIT NUMBER:
H96000009034

succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

2. Effective Date. The merger shall be effective as of the ~~30th~~ day of June, 1996. On or before that date, or as otherwise required by the Florida Business Corporation Act, Articles of Merger shall be filed with the Florida Secretary of State so as to reflect the merger.

3. Articles of Incorporation and Bylaws. On and after the Effective Date, the Articles of Incorporation and By-Laws of the Surviving Corporation shall be the same as the Articles of Incorporation and By-Laws of the Surviving Corporation immediately prior to the Effective Date.

4. Shares of stock of Absorbed Corporation. The total number of shares of stock which the Absorbed Corporation has authority to issue is sixty thousand (60,000) shares of common stock, par value \$1.00. The total number of shares of the Absorbed Corporation's stock issued and outstanding on the date of this Plan is sixty thousand (60,000) shares of common stock, all of which are owned by the Surviving Corporation.

5. Shares of Stock of Surviving Corporation. The total number of shares of stock which the Surviving Corporation has authority to issue is One Thousand (1,000) shares of common stock, having a par value of One (\$1.00) Dollar per share, of which one Thousand (1,000) shares are issued and outstanding on the date of this Plan and owned by Antonio O. Fraga, as stated above.

6. Exchange of Shares. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Corporation shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. No additional shares of the common stock of the Surviving Corporation shall be issued.

7. Directors and Officers. The persons holding the offices of Director, President, Treasurer, Secretary and all other offices of Surviving Corporation upon the Effective Date shall remain directors, the President, the Treasurer, the Secretary and the other officers of the Surviving Corporation, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships of offices in accordance with the By-Laws of the Surviving Corporation

FAX AUDIT NUMBER:
H96000009034

FAX AUDIT NUMBER:
H96000009034

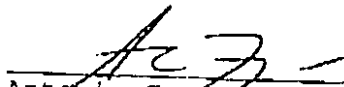
8. Filing with Florida Secretary of State. The Absorbed Corporation and the Surviving Corporation shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement before or after the approval of same by the shareholders and Directors of the Absorbed Corporation and the Surviving Corporation.

9. Abandonment of Merger. Notwithstanding the approval of this Agreement by the shareholders and Directors of the Absorbed Corporation and of the Surviving Corporation, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Secretary of State of Florida by the mutual written consent of the Absorbed Corporation and the Surviving Corporation authorized by their respective Boards of Directors.

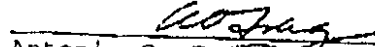
IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Absorbed Corporation and the Surviving Corporation on the 13th day of June, 1996.

Mansfield USA, Inc.,
a Florida corporation

ATTEST:



Antonio C. Fraga
Secretary

By: 

Antonio O. Fraga, President

AOF Limited, Inc.,
a Florida corporation

ATTEST:



Antonio O. Fraga, Secretary
Assistant Secretary

By: 

Antonio O. Fraga, President

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of JUNE, 1996, by Antonio O. Fraga, as President of AOF

5:\MCH\DOMESTIC\MANSFIELD MER
Jun 17, 1996 13 08 pm

FAX AUDIT NUMBER:
H96000009034

FAX AUDIT NUMBER:
H96000009034

Limited, Inc., a Florida corporation, on behalf of the corporation.
He is personally known to me and did not take an oath.

NOTARY PUBLIC

Roxana Quintana
State of

My commission expires:



STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
13th day of JUNE 1996, by Antonio O. Fraga, as
President of Mansfield USA, Inc., a Florida corporation, on behalf
of the corporation. He is personally known to me and did not take
an oath.

NOTARY PUBLIC

Roxana Quintana
print: ROXANA QUINTANA
State of Florida

My Commission Expires:



FAX AUDIT NUMBER:
H96000009034

FAX AUDIT NUMBER:
H96000009034

EXHIBIT "B"

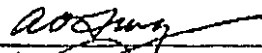
UNANIMOUS CONSENT RESOLUTIONS OF THE
BOARD OF DIRECTORS AND SHAREHOLDER
OF Mansfield USA, Inc.

The undersigned, being the sole shareholder and all of the directors of Mansfield USA, Inc., a Florida corporation, hereby adopt the following resolutions by unanimous consent:

RESOLVED, that the Plan and Agreement of Merger between Mansfield USA, Inc., a Florida corporation ("Mansfield USA") and AOF Limited, Inc., a Florida corporation, ("AOF"), pursuant to which Mansfield USA shall be merged into AOF, is hereby adopted and approved and the officers of Mansfield USA, and each of them, are hereby authorized and directed to execute, acknowledge and deliver the Agreement and Plan of Merger and the Articles of Merger and to determine the date on which such merger shall be effective, which date shall be such as shall be deemed advisable by the President or any Vice President of the Corporation.

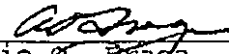
These resolutions are adopted on this 13th day of JUNE, 1996.

DIRECTORS:


Antonio O. Praga

SHAREHOLDER:

AOF LIMITED, INC.

By: 
Antonio O. Praga,
President

FAX AUDIT NUMBER:
H96000009034

EXHIBIT "C"

UNANIMOUS CONSENT RESOLUTIONS OF THE
BOARD OF DIRECTORS AND SHAREHOLDER
OF AOF Limited, Inc.

The undersigned, being the sole shareholder and all of the directors of AOF Limited, Inc., a Florida corporation, hereby adopt the following resolutions by unanimous consent:

RESOLVED, that the Plan and Agreement of Merger between Mansfield USA, Inc., a Florida corporation ("Mansfield USA") and AOF Limited, Inc., a Florida corporation ("AOF") pursuant to which Mansfield USA shall be merged into AOF is hereby adopted and approved and the officers of AOF, and each of them, are hereby authorized and directed to execute, acknowledge and deliver the Agreement and Plan of Merger and the Articles of Merger and to determine the date on which such merger shall be effective, which date shall be such as shall be deemed advisable by the President or any Vice President of the Corporation.

These resolutions are adopted on this 13th day of JUNE, 1996

DIRECTORS:

Antonio O. Fraga
Antonio O. Fraga

SHAREHOLDER:

Antonio O. Fraga
Antonio O. Fraga

P 950000 60055

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Terminal Special

CONNECTED 0:07:02

((H96000009811)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A.
25 SE 2ND AVE
SUITE 900
MIAMI FL 33131-
CONTACT: NIURKA ALONSO
PHONE: (305) 358-5900
FAX: (305) 358-9490

((H96000009811)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: AOF LIMITED, INC.

FAX AUDIT NUMBER: H96000009811

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/15/1996

TIME REQUESTED: 14:44:33

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

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ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 076150002103

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M HENDRICKS JUL 16 1996

3:15 PM 7/15/96

FILE NO. 03-103

ANDERSON, III,
2000 BURGESS ROAD
SHELTON, CT 06484

SUBJECT: ANDERSON, III,
FILE # P500000981

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 16.16(3), Florida Statutes, requires each document to contain in the lower left hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The address was not complete on the faxed sheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Henderson
Corporate Specialist

FAX Ref. #: P500000981
Letter Number: 496400034

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
AOF LIMITED, INC.

These Articles of Amendment are being filed for the purposes of amending the Articles of Incorporation of AOF Limited, Inc. as follows:

1. The name of the Corporation is AOF LIMITED, INC.
2. Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced by the following:


ARTICLE I

NAME

The name of the corporation is MANSFIELD USA, INC.

3. This Amendment shall be effective on July 15, 1996.
4. The Amendment was adopted by the sole director and shareholder of the Corporation by unanimous written consent on July 15, 1996.

These Articles of Amendment have been executed on this 15th day of July, 1996.



Antonio O. Fraga, President

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of July, 1996 by Antonio O. Fraga, as President of AOF LIMITED, INC., a Florida corporation, on behalf of the corporation.

This person () is personally known to me or () has produced _____ as identification.

NOTARY PUBLIC


Name: OLGA M. PENNA

My Commission Expires:



g:\mcm\artamend.aof

PREPARED BY:
M. Cristina Moreno, Esquire
Mural Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900, Miami, FL 33131
1-305-358-5900, Florida Bar No. 2597-21

FAX AUDIT NUMBER:
H96000009811

SECRET
96 JUL 15 11:15 AM '96