

GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES

CHARLOTTE AMALIE, ST. THOMAS

To All To Whom These Presents Shall Come:

C-995-96

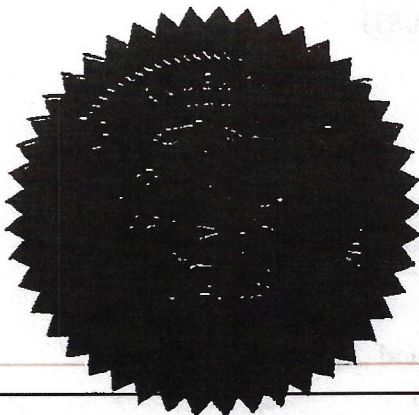
I, the undersigned, LIEUTENANT GOVERNOR, do hereby certify that

PILLSBURY SOUND LAND COMPANY, INC.

of the Virgin Islands filed in my office on September 12, 1996 as provided
for by law, Articles of Incorporation, duly acknowledged;

WHEREFORE the persons named in the said Articles, and who have
signed the same, and their successors, are hereby declared to be from the
date aforesaid, a corporation by the name and for the purposes set forth in
said Articles, with the right of succession as therein stated.

Witness my hand and the Seal of the Government
of the Virgin Islands of the United States, at Char-
lotte Amalie, St. Thomas, this 23rd day of
September, A.D., 1996



KENNETH E. MAPP

Lieutenant Governor for the Virgin Islands

2. To engage in any commercial, industrial, agricultural, marketing, transportation, service activity, business or enterprise calculated or designed to be profitable to the corporation, including but not limited to property management and related services, and any other lawful purpose;

3. To design, develop, manufacture, construct, assemble, install, repair, maintain, prepare and compound, and to buy, sell, import, export, and otherwise deal in the commercial, industrial, agricultural, or other instruments, appliances, tools, machinery, equipment, parts, supplies, accessories, devices, preparations, compounds and articles, and goods, wares, and merchandise of every kind; to maintain and operate laboratories and testing facilities of every kind and to carry on the business of analysts, testers, examiners, advisors and technical consultants with respect to materials, equipment, and processes of every kind and to carry on research and development in commercial, industrial, agricultural, or other instruments, appliances, tools, machinery, equipment, parts, supplies, accessories, devices, preparations, compounds, and articles and goods, wares, and merchandise of every kind; to maintain and operate laboratories and testing facilities of every kind and to carry on the business of analysts, testers, examiners, advisors, and technical consultants with respect to materials, equipment, and processes of every kind and to carry on research and experiments with respect thereto;

4. To acquire, hold, maintain and operate such plants, workshops, offices, stores, buildings, equipment, vehicles and vessels as may be desirable for the proper conduct of the business herein referred to, and to do and perform every other act that may be legally performed by a corporation engaged in such business;

5. To apply for, acquire, register, use, hold, sell, assign or otherwise dispose of (either absolutely or by way of lease, mortgage, pledge or license), to grant licenses with respect to and otherwise turn to account any letters patent of the United States or any foreign country, or pending applications therefor, and any invention, improvements, devices, trade secrets, formulae, processes, trademarks, trade names, brands, labels, copyrights and privileges, and any right, title or interest therein;

6. To purchase, or otherwise acquire, hold, own, mortgage, pledge, sell, enjoy or otherwise turn to account, assign, and transfer, and to invest, trade and deal in goods, wares, and merchandise, and real and personal property of every kind;

7. To acquire all or any part of the good will, rights, property, and business of any person, firm, association or corporation, and to pay for the same in cash or in stock or bonds of this Corporation or otherwise and to hold or in any manner dispose of the whole or any part of the property so purchased, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner in any place the whole or any part of the business thus acquired;

ARTICLE V.

The names and places of residence of each of the persons forming the Corporation (the Incorporators) are as follows:

<u>Name</u>	<u>Residence</u>
James A. Hannon	5 Bonnie Brier Drive Pembroke, MA 02359
Marshall Woodward	P.O. Box 58 Remainder 3AB-V Cruz Bay Qtr. St. John, VI 00831
Stuart M. Sessoms, Jr.	100 East Parish St. Suite 400 Durham, NC 27707

ARTICLE VI.

The Corporation is to have perpetual existence.

ARTICLE VII.

For the management of the business and for the conduct of the affairs of the Corporation and in further creation, definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

1. The number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws, but in no case shall the number be less than three (3) nor more than five (5). The directors shall be stockholders.

2. In furtherance and not in limitation of powers conferred by the laws of the United States Virgin Islands, and subject at all times to the provision thereof, the Board of Directors is expressly authorized and empowered:

IN WITNESS WHEREOF, we have made, signed and acknowledged these Articles of Incorporation this 21 day of July, 1996.


James A. Hannon, Incorporator

TERRITORY OF THE VIRGIN ISLANDS)
)
 DIVISION OF ST. THOMAS AND ST. JOHN) Acknowledgment

Before me, the undersigned authority on this day personally appeared before me James A. Hannon, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged before me that the instrument was executed for the purposes and consideration therein expressed.

Given under my hand and seal of office this 31 day of July, 1996.

Notary Public
My Commission Expires: 7-16-2000

994-96

Consent of Agent for Service of Process

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This writing witnesseth that the undersigned Steven Hagroian.....
(Type or print agent's name)

having been designated by the

Pillsbury Sound Land Company, Inc.
Name of Corporation

as agent of the said company upon whom service of process may be made in all suits arising against the said company in the Courts of the Virgin Islands, do hereby consent to act as such agent, and that service of process may be made upon me in accordance with Title 13 of the Virgin Islands Code.

IN WITNESS WHEREOF, I have hereunto set my signature this 30th day of

August, 1996.

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LT. GOV. OFFICE
1996 SEP 12 A 11:21
CORPORATIONS
C-2110

Steven Hagroian
(Signature of Agent)

Subscribed and sworn to before me this... 30th day of August..., 1996
at St. John, U.S. Virgin Islands.

Wm. Kotar
(Notary Public)

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