

PO1000010476



ACCOUNT NO. : 072100000032
REFERENCE : 978626 7234726
AUTHORIZATION :
COST LIMIT : \$ 70.00

Patricia Pige

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 26 PM 4:53

ORDER DATE : January 25, 2001
ORDER TIME : 11:15 AM
ORDER NO. : 978626-005
CUSTOMER NO: 7234726

CUSTOMER: Mr. Brian Mahoubi
Mr. Brian Mahoubi

1101 30th Street Nw
Suite 500
Washington, DC 20007

900003583219--8

DOMESTIC FILING

NAME: IRIS S.A., INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155
EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN 26 PM 4:10

JW
1/29/01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 26 PM 4: 53

ARTICLES OF INCORPORATION

OF

IRIS S.A., INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

IRIS S.A., INC.

The address of the principal office of this corporation shall be 13 Rue Stephan, Musseau, Haiti, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Brian Mahoubi	1101 30th Street Northwest Suite 500 Washington, DC 20007
Alix Lilavois	22 Rue Canape Vert Port AU Prince, Haiti
Jean-Jacques Coicou	176 Jean-Paul II Port AU Prince, Haiti

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

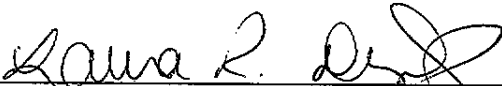
01 JAN 26 PM 4:53

ARTICLE VII. INCORPORATOR

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

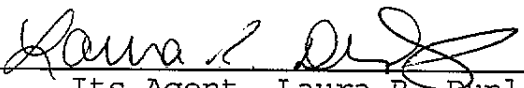
The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on January 26, 2001.


Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap

Authorized Service Representative
Corporation Service Company

DBC/JANNA WILSON