

**Electronic Articles of Incorporation
For**

P03000013653
FILED
February 04, 2003
Sec. Of State

CITYALL USA CORP

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CITYALL USA CORP

Article II

The principal place of business address:

6205 LAKE WILSON RD
SUITE C
DAVENPORT, FL. US 33896

The mailing address of the corporation is:

6205 LAKE WILSON RD
SUITE C
DAVENPORT, FL. US 33896

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10000

Article V

The name and Florida street address of the registered agent is:

HEXAGON INTERNATIONAL, INC
6205 LAKE WILSON RD
SUITE C
DAVENPORT, FL. 33896

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: BERTRAND LE HELLEY

Article VI

The name and address of the incorporator is:

SERGE BUGNON
6205 LAKE WILSON RD - STE C
DAVENPORT FL 33896

Incorporator Signature: SERGE BUGNON

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
SEVERINE DARMSTADT
140 WOOD ROW AVE
SOUTH ELGIN, IL. 60177 US

Title: VP
FREDERIC NICOLET
CORBAZ 4
VUADENS, CH. 1628 CH

Title: T
SERGE BUGNON
CORBAZ 4
VUADENS, CH. 1628 CH

Title: D
CITYALL SARL
CORBAZ 4
VUADENS, CH. 1628 CH

Article VIII

The effective date for this corporation shall be:

02/04/2003