

F95000027842

FERNAND LAMOTHE COMPTABLE AGRÉE CHARTERED ACCOUNTANT 721 S.E. 17 TH STREET, SUITE 11 FORT LAUDERDALE FL 33316

800001448418
 -04/05/95--01114--003
 ****140.00 ****70.00
OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

REGISTER APR 7 1995
 SECRETARY OF STATE
 TALLAHASSEE FL 32304
 95 APR -5 PM 1:30
FILED

Examiner's Initials	
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FILED
95 APR -5 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EMMALU ENTERPRISES INC.

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract hereby form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

EMMALU ENTERPRISES INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:
The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and of the State of Florida.

ARTICLE.III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is :

- One hundred thousand (100 000) Shares of common stock class "A",having a par value of one (\$1.00) dollar per share.

- One hundred thousand (100 000) shares of preferred stock class "B".The holder of class "B" shares shall have the right to vote at all meeting of the shareholders of the corporation ,each share confer one (1) vote but he will not have the right to participate in the property , profits and surplus asset of the corporation.The holder of class "B" share shall have the right to receive, prior to holder of class "A" and "C" shares , out of the funds applicable to the payment of dividends,as and when such dividends are declared, a yearly, preferential, non-cumulative dividend of twelve per cent (12%) per year on the redemption value of class "B".The company may , when it deems advisable to do so , without notice and without taking into account the other classes of shares , purchase all or of the outstanding class "B" shares. Each share has a par value of one (\$1.00) dollar .

ARTICLE.III.(continued)

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is :

- One hundred thousand (100 000) shares of preferred stock class "C". The holder of class "C" shares shall not have the right to vote at any meeting of the shareholders of the corporation and he shall not have the right to participate in the property , profits and surplus asset of the corporation and he will not have the right to participate in the property , profits and surplus asset of the corporation. The holder of class "C" share shall have the right to receive, prior on to holder of class "A" shares only, out of the funds applicable to the payment of dividends, as and when such dividends are declared, a yearly, preferential, non-cumulative dividend of twelve per cent (12%) per year on the redemption value of class "C". The company may , when it deems advisable to do so , without notice and without taking into account the other classes of shares , purchase all or of the outstanding class "C" shares. Each share has a par value of one (\$1.00) dollar .

ARTICLE.IV

The amount of capital with which this Corporation will begin business is one hundred (\$100.00) dollars.

ARTICLE V

The initial post office address of the principal office of this Corporation in the state of Florida is:

2900 Terramar Street
Fort Lauderdale, Florida
33301

ARTICLE VI

The initial registered Resident Agent for the Corporation and the initial address of the registered Resident Agent is:

PIERRETTE TASSÉ
2900 Terramar Street
Fort Lauderdale, Florida
33301

ARTICLE VII

The stockholders may from time to time move the principal office of this corporation to any other address .

ARTICLE VIII

This corporation shall have two (2) directors initially, but the number of directors may be increased from time to time, by By-Laws adopted by the stockholders but shall not be less than one (1).

ARTICLE IX

The name and post office address of the first Board of Director and Officer is:

NAME	ADDRESS	OFFICE
Pierrette Tassé	2900 Terramar Street Fort Lauderdale, Fl. 33301	President/Director
Lewis Haberman	P.O. BOX 548 Misswa, Minnesota 56468	Secretary/Director

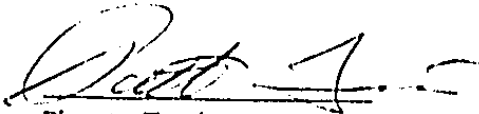
ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting, by a majority of the stock entitled to vote thereon.

ARTICLE XI

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

Pierrette Tassé
2900 Terramar Street
Fort Lauderdale, FL.
33301



Pierrette Tassé

STATE OF FLORIDA)

SS

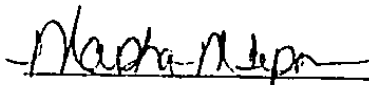
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared

PIERRETTE TASSÉ

to me know to be person who subscribed to the foregoing articles of incorporation, and he acknowledged before me that he did subscribe thereto for the use and purpose herein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 4th day of April, 1995.



NOTARY PUBLIC



MARSHA M. TYSON
COMMISSION # CC 437777
EXPIRES FEB 8, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 607.24, OF THE FLORIDA STATUTES
THE FOLLOWING IS SUBMITTED:**

**FIRST - that EMMALU ENTERPRISES INC. desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at city of Fort
Lauderdale, STATE OF FLORIDA, has named PIERRETTE TASSÉ, who is located
at 2900 Terramar Street, City of Fort Lauderdale, (33301) , State of Florida, as its
agent to accept service of process within Florida.**



PIERRETTE TASSÉ , PRESIDENT

Date: April 4, 1995

**Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I HEREBY AGREE to act in
this capacity, and I FURTHER AGREE to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.**



**PIERRETTE TASSÉ
Registered Agent**

Date: April 4, 1995

**FILED
95 APR -5 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

P95000027842

FERNAND LAMOTHE C.A.
721 S.E. 17 TH STREET
SUITE B.
FORT LAUDERDALE FL 33310

OFFICE USE ONLY

FILED
95 MAY 30 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

600001502236
-05/31/95--01077--013
*****35.00 *****35.00

1. _____
(Corporation Name) (Document #)
2. _____
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(Corporation Name) (Document #)
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- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
6/3
JB

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

EMMALU ENTERPRISES INC.

(present name)

FILED
95 MAY 30 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III BEING AMENDED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

THIRD: The date of each amendment's adoption: APRIL 20, 1995.

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

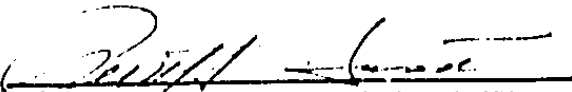
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20 day of APRIL, 19 95.

Signature



(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

PIERRETTE TASSE

Typed or printed name

PRESIDENT

Title

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is :

- One hundred thousand (100 000) Shares of common stock class "A", having a par value of one (\$1.00) dollar per share.