

P98000004860

Registrar's Name

500002388115--9
-01/02/98--01023--014
****122.50 ****122.50

Office Use Only

COVEZ
4910 - Bel Air Dr Sth
Pembroke Pines - FL 33027

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

1. Parkway Moyal USA, Inc. EFFECTIVE DATE
1/9/98
(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	
<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

FILED
 98 JAN -2 PM 4: 28
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

JWA-1/15/98

Examiner's Initials	
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D. BROWN JAN - 6 1998

*739,624,2551,2550
w/98-285*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1998

COUVEZ
14910 BEL AIRE DRIVE SOUTH
PEMBROKE PINES, FL 33027

SUBJECT: PAVIYON KREYOL USA, INC.
Ref. Number: W98000000285

We have received your document for PAVIYON KREYOL USA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 398A00000667

Done

Thank you -

1305-869 1283

EFFECTIVE DATE
1/19/98

FILED
98 JAN -2 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF PAVIYON KREYOL USA, Inc.

The undersigned, for the purpose of forming a corporation under the General Business Corporation Act of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. Name

The name of the corporation is PAVIYON KREYOL USA, Inc. and its address for business is 5921 NE, 2nd. Ave.; Miami, FL. 33137

ARTICLE II. Purpose

This corporation is organized and formed to engage mainly in commercial transactions, in businesses of interest to the Haitian communities, and more generally, to engage in any lawful act or activity for which corporations may be organized under the General Business Corporation Act of the State of Florida.

ARTICLE III. Registered Agent and Office

The address of the corporation's initial registered office in the state of Florida is : 5921 NE, 2nd. Ave.; Miami, FL. 33137, and the name of its initial registered agent at such address is Ernst MIRVILLE.

ARTICLE IV. Stock

The aggregate number of shares of stock which the corporation shall have authority to issue is one thousand (1 000) shares, each of which shall have no par value, and all of which shall be of one classification.

No shareholder will be allowed to own or to control more than 10% of the shares of stock.

ARTICLE V. Transfer of Stock

Shares held by shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation.

The price and terms of said offer must be put in writing and be the same for the shareholder as for the other persons.

The shareholders will have thirty days to accept or reject each offer as the price and conditions change. Shares not taken by shareholders within thirty day after the written offer, can be then sold to other persons.

ARTICLE VI. Dividend

Dividends will be entirely distributed each year.

ARTICLE VII. Grant of Preemptive Rights

The preemptive rights of shareholders to acquire additional shares of capital stock of the corporation are as follow : each shareholder shall be entitled as a matter of right to subscribe for, purchase or otherwise acquire any additional shares of the specific class of stock of the corporation held by the respective shareholder including, but not limited to, shares which are subsequently authorized and issued and shares which are acquired and reissued by the corporation.

ARTICLE VIII. Perpetual Duration

The duration of the corporation is perpetual, commencing on the date of execution and acknowledgment of these articles.

ARTICLE IX. Close Corporation, Election of Board.

This corporation elects to be a close corporation and as such, an absolute majority of the shareholders shall elect the board of directors

ARTICLE X. Consent Resolution

Shareholders, directors and officers of this corporation may participate in special or regular meetings by means of teleconference as provided by law.

The consequent resolution(s) of such meetings shall be adopted as «Consent Resolution», once signed by all the Shareholders or all the directors or all the officers according to the type of meeting and as required by these articles of incorporation.

ARTICLE XI. Bylaw Amendments

The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws. An absolute majority vote of 51 is necessary for the amendment(s) to be adopted.

ARTICLE XII. Articles of Incorporation Amendments

The shareholders may repeal or amend the articles of incorporation of the corporation and may adopt new or additional articles as provided in the Florida General Business Corporation Act.

A majority vote of 67% of the shareholders is necessary to repeal, amend and adopt new articles.

ARTICLE XIII. Cumulative Voting for Directors

There shall be no cumulative voting for directors.

ARTICLE XIV. Quorum

Quorum for a shareholders meeting shall consist of 75% of shareholders. Voting by proxy shall be accepted.

If a quorum of 75% cannot be achieved, a new meeting shall be called after 15 days. At which meeting quorum shall consist of 40% of shareholders + 1.

ARTICLE. XV Board Vacancies

Any vacancy of the board of directors may be filled by the affirmative vote of a majority of the remaining directors. Any director so elected shall serve until the director's successor has been elected by the shareholders and qualified.

ARTICLE XVI Indemnification

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves as the request of the corporation as a director, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successor and assigns. Indemnification specifically provided by the Oz General Business Corporation Act shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be in entitle under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

ARTICLE XVII. No Personal Liability

No director of the corporation shall be personally liable to the corporation or to shareholders for monetary damages, for conduct as a director, except that this provision shall not apply to : (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE XVIII. Corporation Purchase of Its Own Shares

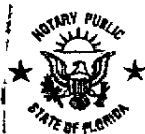
The corporation shall have the right to purchase directly or indirectly, with the approval of a majority of the shareholders, its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

In WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th. day of January 1998.

Ernst Mirville

Ernst MIRVILLE, Registered Agent. (ID. # : S.S 151-70-9297)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared Ernst MIRVILLE, known to me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of PAVIYON KREYOL Inc. and he acknowledged that he executed the same. In WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid, this 9th. day of January 1998.



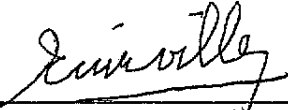
JEAN MARIE DENIS
My Commission CC375593
Expires May. 24, 1998

Jean Marie Denis

Jean-Marie DENIS, Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE III OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES. DATED THIS 9TH. DAY OF January 1998.



Ernst MIRVILLE, Registered Agent. (ID. # : S.S 151-70-9297)

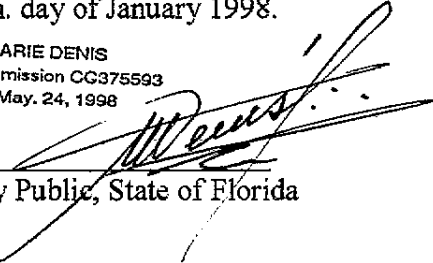
BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared Ernst MIRVILLE, known to me to be the person who executed the foregoing Acceptance of Registered Agent of PAVIYON KREYOL/Inc. and he acknowledged that he executed the same.

USA,

In WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid, this 9th. day of January 1998.



JEAN MARIE DENIS
My Commission CG375593
Expires May. 24, 1998



Jean-Marie DENIS, Notary Public, State of Florida

FILED
98 JAN -2 PH 4: 28
STATE OF FLORIDA
TALLAHASSEE, FLORIDA