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FLORIDA DIVISION OF CORPORATIONS

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FROM: DENIS GAUTHIER  
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CONTACT: DENIS GAUTHIER  
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NAME: DOLPHIN ENTERPRISES INC.

AUDIT NUMBER.....H98000013832

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 27, 1998

DENIS GAUTHIER

SUBJECT: DOLPHIN ENTERPRISES INC.  
REF: W98000017016

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS "DOLPHIN ENTERPRISES, INC." DOCUMENT #P93000061724.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H98000013832  
Letter Number: 698A00039489

H98000013832  
ARTICLES OF INCORPORATION  
OF  
DOLPHIN ENTERPRISES USA INC.

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: DOLPHIN ENTERPRISES USA INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage 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 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:  
3850 WASHINGTON STREET APT.409  
HOLLYWOOD, FL 33021

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: YVON DONTIGNY  
3850 WASHINGTON STREET APT. 409  
HOLLYWOOD, FL 33021

Which is also known as the registered office.

YVON DONTIGNY  
499 E. Sheridan st.# 202  
Dania Fl,33004  
TEL 954-9250435

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ARTICLE VII. DIRECTORS

The Corporation shall have Two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

YVON DONTIGNY  
3850 WASHINGTON STREET # 409  
HOLLYWOOD, FL 33021

FRANCINE PILOTTE  
3850 WASHINGTON STREET # 409  
HOLLYWOOD, FL 33021

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares ) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are.:

YVON DONTIGNY  
3850 WASHINGTON STREET # 409  
HOLLYWOOD, FL 33021

FRANCINE PILOTTE  
3850 WASHINGTON STREET # 409  
HOLLYWOOD, FL 33021

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 27TH day of JULY, 1998


STATE OF FLORIDA )  
:SS  
COUNTY OF BROWARD )

*[Signature]*  
Incorporator  
YVON DONTIGNY  
*[Signature]*  
Incorporator  
FRANCINE PILOTTE

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:  
YVON DONTIGNY & FRANCINE PILOTTE  
known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 27TH day of JULY 1998

My Commission Expires:

*[Signature]*  
Notary Public, State of Florida at large.  
 DENIS GAUTHIER  
COMMISSION # CC 640447  
EXPIRES JUN 24, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

I YVON DONTIGNY by execution hereof, accept the designation as Registered Agent of this Corporation

*[Signature]*  
YVON DONTIGNY  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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