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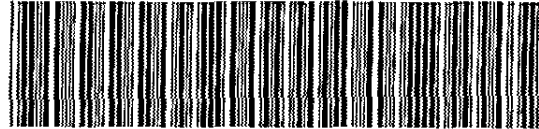
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January 27, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

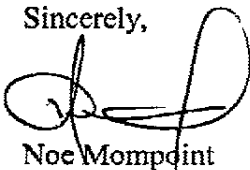
Please find the following corporate documents:

Papillion Club, Inc. \$87.50 fee enclosed

Please fax a signed and stamped copy to (305) 652-9333.

Thank you for your cooperation.

Sincerely,



Noe Mompont
Tax Resource Center

TAX RESOURCE CENTER

Articles of Incorporation OF PAPILLION CLUB INC.

Pursuant to Chapter 617 of the Florida Statutes, the undersigned incorporator is a natural person competent to contract submits these Articles of Incorporation hereby forms a non-profit Corporation:

Article I -Name

The name and place of principal office of this Corporation is:

PAPILLION CLUB INC.
17650 N.W. 67th Avenue, #1418
MIAMI, FL 33015

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Article II - Existence

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (1)(3) of the Internal Revenue Code, or the correspondence section of any future federal tax code.

Article III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business for in accordance with the Florida Business Corporation Act, and amendments and supplements thereto, or any law enacted to take place thereof.

Article IV - Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be carrying on off propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the correspondence section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) if the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Article V. – Register Office and Register Agents

The initial address of registered office of this Corporation is: Gilbert Saurel located at 17650 N.W. 67th Avenue, #1418, Miami, FL 33015. The name and address of the registered agent of this Corporation is Gilbert Saurel, 17650 N.W. 67th Avenue, #1418, Miami, FL 33015.

Article VI – Incorporator

The name and address of the incorporators: Gilbert Saurel, 17650 N.W. 67th Avenue, #1418, Miami, FL 33015, and the mailing address is the same.

Article VII – Officers and Directors

The Directors shall be elected by a majority vote of the Members of this corporation. The officers and directors of the Corporation shall be:

Gilbert Saurel	President
Nathalie P. Saurel	Vice President, Treasurer
Arnold Castera	Secretary

Article VIII. – Capitol Stock

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

Article IX – Qualifications of Membership

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

Article X – Voting Rights

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

Article XI – Liabilities For Debts

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

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Article XII – Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article XIII – Amendment

These articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article XIII – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this January 23, 2004.

Gilbert Saurel
Gilbert Saurel, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Gilbert Saurel having a business office identical with the registered office of Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent Under Section 617.0501, Florida Statutes.

Gilbert Saurel
Gilbert Saurel

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