

STEEL HECTOR & DAVIS LLP

Requestor's Name

215 S. MONROE/SUITE 601

Address

TALLAHASSEE 32301 222-2300

City/State/Zip

Phone #

Office Use Only

P00000036076
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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

FILED
00 APR 10 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> XX	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

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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

IF YOU HAVE ANY QUESTIONS
REGARDING FILING PLEASE
CONTACT ELIZABETH AT: 222-2300
THANK YOU.

Examiner's Initials

RECEIVED
00 APR 10 AM 0:37
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
IN PARTNERSHIP

RECEIVED

4-10-00
4

ARTICLES OF INCORPORATION

OF

COMENSAL, INC.

ARTICLE I - NAME

The name of the corporation is Comensal, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 7285 S.W. 146 Street Circle, Miami, FL 33158, and the name of the initial registered agent at that address is Mr. Jean-Dominique Virchaux.

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ARTICLE V - INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 1815 Calibre Woods Dr., Atlanta, GA, 30329.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

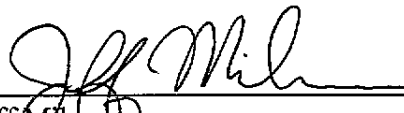
The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation are:

(i) Jean-Dominique Virchaux, 7285 S.W. 146 Street Circle, Miami, FL 33158, and (ii) Ramon Muchacho, 7285 S.W. 146 Street Circle, Miami, FL 33158.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Jeff Mihm, 200 S. Biscayne Blvd., Suite 4000, Miami FL.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30, day of March, 2000.

By: 
Jeff Mihm

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

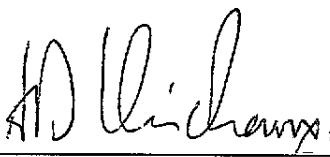
W I T N E S S E T H

Comensal, Inc., desiring to organize under the laws of the State of Florida, has named Jean-Dominique Virchaux, located at 7285 S.W. 146 Street Circle, Miami, FL 33158, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 30 day of March, 2000.



Jean-Dominique Virchaux

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