

**DELONGCHAMP ENTERPRISES**

16375 Northeast 18th Avenue, Suite 206

North Miami Beach, Florida 33162

(305) 933-3779 / (954) 985-4235

Fax: (954) 985-4236

March 31, 2000

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

800003193858--4  
-04/03/00--01124--009  
\*\*\*236.25\*\*\*78.75

Re: **SONTEAY ENTERPRISE**  
**DELONGCHAMP ENTERPRISE**  
**TOUCH OF BRICE, INC.**

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for **SONTEAY ENTERPRISE**, **DELONGCHAMP ENTERPRISE**, and **TOUCH OF BRICE, INC.**, along with a check in the amount of \$236.25, payable to Secretary of State to cover the fees for all 3 corporations.

Please file the original, certifying the copy and sending same back to us in the enclosed self-addressed, prepaid Federal Express envelope, as your earliest possible convenience.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,

M. DeLongchamp

FILED  
00 APR 10 PM 4:23  
TALLAHASSEE, FLORIDA  
STATE

W-9126



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 5, 2000

N. DELONGCHAMP  
16375 NORTHEAST 18TH AVE.  
SUITE 206  
NORTH MIAMI BEACH, FL 33162

SUBJECT: SONTEAY ENTERPRISE  
Ref. Number: W00000009126

We have received your document for SONTEAY ENTERPRISE and your check(s) totaling \$236.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6926.

Cheryl Gallmon-Case  
Document Specialist

Letter Number: 100A00018722

**ARTICLES OF INCORPORATION**  
**OF**  
**SONTEAY ENTERPRISE, CORP.**

FILED  
00 APR 10 PM 4: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this corporation is: SONTEAY ENTERPRISE, CORP. The principal place of business of this corporation shall be at 32111 Northwest 89th Avenue, Coral Springs, Florida 33065.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV**  
**CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred

**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DIRECTORS**

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Michael Parsons	3211 Northwest 89th Avenue Coral Springs, Florida 33065

**ARTICLE VII**  
**DURATION**

The corporation shall have a perpetual existence.

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

**NAME****ADDRESS****OFFICE**

Michael Parsons

3211 Northwest 89th Avenue  
Coral Springs, Florida 33065

President

**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 prorata 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  
TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is Michael Parsons,  
Address: 3211 Northwest 89th Avenue, Coral Springs, Florida 33065.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

**NAME**

**ADDRESS**

Michael Parsons

3211 Northwest 89th Avenue  
Coral Springs, Florida 33065

**ARTICLE XIII**  
**INDEMNIFICATION**

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

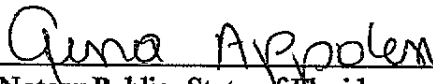
Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 29th day of March, 2000.

  
MICHAEL PARSONS

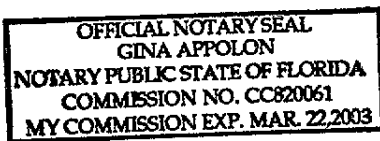
STATE OF FLORIDA                     )  
  )ss:  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 29th day of March, 2000, by MICHAEL PARSONS, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did \_\_\_\_\_ did not \_\_\_\_\_ take an oath.

  
Notary Public, State of Florida

My Commission Expires:

\_\_\_\_\_  
Print Name of Notary Public



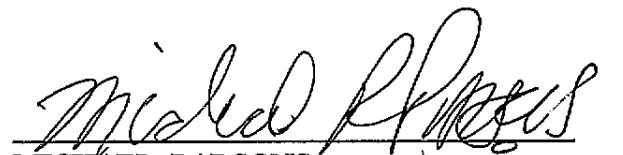
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM, PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT SONTEAY ENTERPRISE, <sup>CORP</sup> DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS LOCATED AT 3211 Northwest 89th Avenue, Coral Springs, Florida  
33065, HEREBY NAMES MICHAEL PARSONS, ADDRESS: 3211 Northwest 89th Avenue,  
Coral Springs, Florida 33065, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA.

  
MICHAEL PARSONS

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.

  
MICHAEL PARSONS  
REGISTERED AGENT  
DATED: March, 2000

FILED  
APR 10 PM 4:24  
STATE  
TALLAHASSEE, FLORIDA