

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

300003193853--0
-04/03/00--01124--009
*****236.75 *****78.75

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

FILED
00 APR 10 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

W-9123

CC.
4-11-00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2000

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

SUBJECT: DELONGCHAMP ENTERPRISES
Ref. Number: W00000009123

We have received your document for DELONGCHAMP ENTERPRISES 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.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The registered agent and street address must be consistent wherever it appears in your document.

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: 600A00018718

ARTICLES OF INCORPORATION
OF
DELONGCHAMP ENTERPRISES, CORP.

FILED
00 APR 10 PM 2:48
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: **DELONGCHAMP ENTERPRISES, CORP.** The principal place of business of this corporation shall be at **16375 Northeast 18th Avenue, Suite 206, North Miami Beach, Florida 33162.**

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 Dollars (\$500.00).

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 five, 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:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| Marguerite Longchamp | 3031 Northwest 78th Avenue Hollywood, Florida 33024 |
| Kiziana Jean-Louis | 3031 Northwest 78th Avenue Hollywood, Florida 33024 |

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:

| <u>NAME</u> | <u>ADDRESS</u> | <u>OFFICE</u> |
|----------------------|---|---------------|
| Marguerite Longchamp | 16375 Northeast 18th Avenue North Miami Beach, Florida 33162 | President |
| Kiziana Jean-Louis | 16375 Northeast 18th Avenue North Miami Beach, Florida 33162 | Secretary |

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 Marguerite Longchamp
Address: 16375 Northeast 18th Avenue, Suite 206, North Miami Beach, Florida 33162.

ARTICLE XII
INCORPORATOR

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

NAME

ADDRESS

Marguerite Longchamp

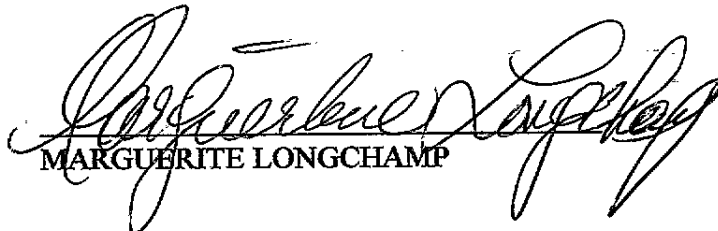
16375 Northeast 18th Avenue
North Miami Beach, Florida 33162

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.

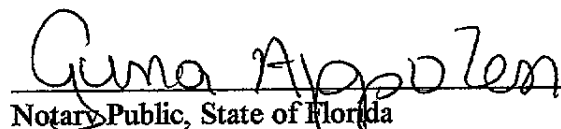
Dated this 31st day of March, 2000.


MARGUERITE LONGCHAMP

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

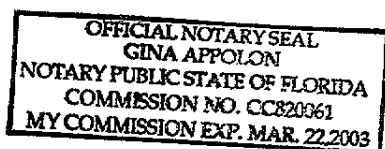
The foregoing instrument was acknowledged before me this 31st day of March, 2000, by

G.A. MARGUERITE LONGCHAMP
~~MARGUERITE LONGCHAMP~~, 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 DELONGCHAMP ENTERPRISES, CORP., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS LOCATED AT 16375 Northeast 18th Avenue, Suite 206,
North Miami Beach, Florida 33162, HEREBY NAMES MARGUERITE LONGCHAMP,
ADDRESS: 16375 Northeast 18th Avenue, North Miami Beach, Florida 33162, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


MARGUERITE LONGCHAMP

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.


MARGUERITE LONGCHAMP
REGISTERED AGENT
DATED: March 31, 2000