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Jacqueline Baxas
50 West Mashta Drive, #3
Key Biscayne, Florida 33149

FILED

00 APR 17 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 1, 2000

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

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-03/06/00--01161--002

***128.75 ***128.75

Gentlemen:

Please file the enclosed Articles of Incorporation and certificate of domestication for Jeunomed International Corporation and send me a certified copy for my records. Enclosed also please find my check for \$128.75 to cover the various taxes for the corporation.

If you have any questions, please contact me at the above address or telephone (305) 961-1040. Thank you for your cooperation.

Sincerely,


Jacqueline Baxas

Enclosures



Handwritten notes:
W-60655
14 3/13/2000
PH 4/17/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 13, 2000

JACQUELINE BAXAS
50 W MASHTA DR, #3
KEY BISCAYNE, FL 33149

SUBJECT: JEUNOMED INTERNATIONAL CORPORATION
Ref. Number: W00000006699

We have received your document for JEUNOMED INTERNATIONAL CORPORATION and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct #1 on the Certificate of Domestication to reflect the date incorporated in Nassau, Bahamas. Also, please correct #5 to Nassau, Bahamas.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 600A00013851

Please see enclosed corrected document. Thank you

A handwritten signature in black ink, appearing to be "P. Hall", with a long horizontal line extending from the end of the signature.

CERTIFICATE OF DOMESTICATION

The undersigned, Jacqueline Baxas, President/Secretary,
(Name) (Title)

of Jeunomed International Corporation a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was June 4, 1997.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Nassau, Bahamas.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Jeunomed International Corporation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Jeunomed International Corporation.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

Nassau, Bahamas

I am Secretary, of Jeunomed International Corporation

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 1st day of March, ~~1999~~ 2000.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JEUNOMED INTERNATIONAL CORPORATION**

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I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name and address of this Corporation is:

Jeunomed International Corporation
50 West Mashta Drive, #3
Key Biscayne, FL 33149

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - Purpose

This Corporation is organized for the following purposes: This Corporation may engage in any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - Capital Stock

This Corporation is authorized to issue FIVE HUNDRED SHARES (500) shares of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Capital

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI - 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 this 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 VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 50 West Mashta Drive, #3, Key Biscayne, Florida 33149 and the name of the Initial Registered Agent of this Corporation at that address is Jacqueline Baxas.

ARTICLE VIII - Initial Board of Directors

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The name and address of the Initial Director of the Corporation is:

Jacqueline Baxas	50 West Mashta Drive, #3
President/Secretary	Key Biscayne, Florida 33149

This officer shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified.

ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Jacqueline Baxas	50 West Mashta Drive, #3
	Key Biscayne, Florida 33149

ARTICLE X - Indemnification

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - Restrictions on Transfer of Stock

The shares of capital stock of this Corporation shall be issued initially to the following person in the amount set opposite her name:

Jacqueline Baxas 500 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to another person unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XIII - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

ARTICLE XIV - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE XVI - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVII - Director Quorum and Voting

ONE HUNDRED PERCENT (100%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

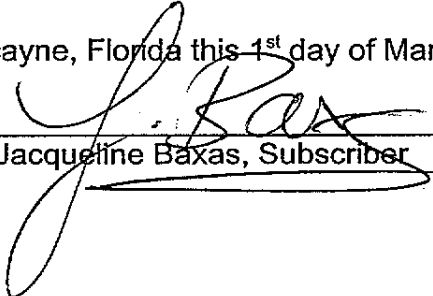
ARTICLE XX - Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XXI - Amendment

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation at Key Biscayne, Florida this 1st day of March, 2000 for the uses and purposes aforesaid.



Jacqueline Baxas, Subscriber

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That Jeunomed International Corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Key Biscayne, County of Miami-Dade, State of Florida, has named Jacqueline Baxas, at 50 West Mashta Drive, #3, City of Key Biscayne, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:



Signature of Registered Agent