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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 31, 2000

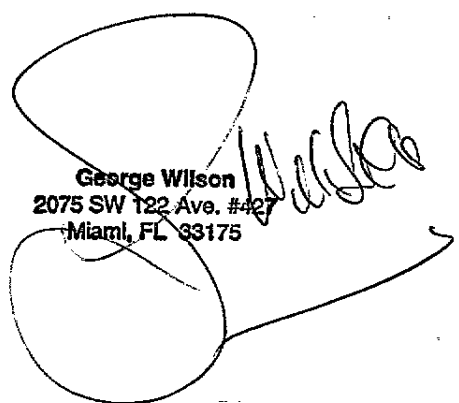
Ms. Doris Brown
Document Specialist

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*****78.75 *****78.75

Ref: Letter # 500A00029859
PAPILLON ENTERPRISE, INC > PAPILLON USA, INC.
Ref # W00000013111

I am returning document according later instructions; and the New Name= PAPILLON USA, INC.
My day time # is (305) 975-8947
Home (305) 207-1841
E-Mail GWILSONP@AOL.COM

Tank You Very Much


George Wilson
2075 SW 122 Ave. #427
Miami, FL 33175

878544, 8551, 8550

00-13111



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 2000

GEORGE WILSON
2075 S W 122ND AVENUE, #427
MIAMI, FL 33175

SUBJECT: PAPILLON ENTERPRISE, INC.
Ref. Number: W00000013111

We have received your document for PAPILLON ENTERPRISE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 500A00029859

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00 JUN -1 AM 9:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of
Papillon **USA**, Inc.

Article I

The name of this corporation is Papillon **USA**, Inc.

Article II

The principal office and mailing address of this corporation are:

2075 SW 122 Ave. # 427
Miami, Fl 33175

Article III

This corporation is organized for the purpose of transacting in any and all lawful business.

Article IV

The street address of the initial registered office of this corporation is:

2075 SW 122 Ave. # 427
Miami, Fl 33175

And the name and address of the initial registered agent of this corporation is:

George H. Wilson
2075 SW 122 Ave. # 427
Miami, Fl 33175

Article VI

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the by-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation is

George H. Wilson Director/President
2075 SW 122 Ave. # 427
Miami, Fl 33175

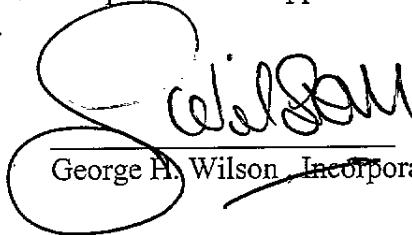
Article VII

The aggregate number of shares, which this corporation shall have authority to issue, is One Hundred (100) shares of common stock, all of which are to have a par value of One Dollar.

Article VIII

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 8th day of May, 2000.

 5/11/00
George H. Wilson Incorporator and Registered Agent

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