

DONALD Y. BENNETT
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BOARD CERTIFIED
REAL ESTATE ATTORNEY

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PO1000037770

April 5, 2001

Florida Department of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

100003985411--1
-04/10/01--01085--010
*****78.75 *****78.75

Re: PAINS de France, Inc.

Gentlemen:

Enclosed for filing are original and one copy of proposed Articles of Incorporation for PAINS de France, Inc.

Also enclosed is a check in the amount of \$78.75 to cover the following:

- | | | |
|----|--|---------|
| 1. | Filing fee and designation of registered agent | \$70.00 |
| 2. | Certified copy of Articles | 8.75 |

Please file the original Articles and forward a certified copy of the Articles to the undersigned.

Sincerely,

Donna Orsino

Donna M. Orsino, Legal Assistant
to Donald Y. Bennett

\dmo
Enclosures

FILED
01 APR 10 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 13 2001

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**ARTICLES OF INCORPORATION
OF
PAINS de France, Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is PAINS de France, Inc.

ARTICLE II

Duration: The corporation shall exist perpetually.

ARTICLE III

Purpose: The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock: The corporation is authorized to issue 1,000 shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

ARTICLE V

Registered Office and Agent: The street address of the initial registered office of the corporation is 8184 N. Tamiami Trail, Sarasota, Florida 34243, and the name of the initial registered agent of the corporation at that address is Yannick Pierce.

ARTICLE VI

Principal Office: The principal office and the mailing address of the corporation is 8184 N. Tamiami Trail, Sarasota, Florida 34243.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

Board of Directors: The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Name	Address
Pascal Fidry	8184 N. Tamiami Trail Sarasota, Florida 34243
Yannick Pierce	8184 N. Tamiami Trail Sarasota, Florida 34243

ARTICLE VIII

Incorporator: The name and address of the person signing these Articles as incorporator is:

<u>Name</u>	<u>Address</u>
Donald Y. Bennett, Esquire	1800 Second St., Suite 717 Sarasota, Florida 34236

ARTICLE IX

Officers: The officers of the corporation shall be a president, a secretary, a treasurer and such other officers and agents as may be deemed necessary and proper and as provided for in the bylaws of the corporation. All officers and agents as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the bylaws of the corporation or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE X

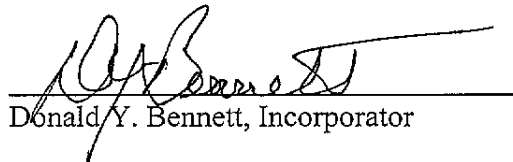
Amendment: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by

law, and all rights conferred on stockholders herein are granted subject to this reservation. The Board of Directors shall have the power to adopt, alter or repeal bylaws.

ARTICLE XI

Corporate Existence: This corporation shall commence its existence at the time of filing of these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 5 day of April, 2001.



Donald Y. Bennett, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th day of April, 2001, by Donald Y. Bennett, Esquire, who is personally known to me.



DONNA M. ORSINO
My comm. exp. Feb 27, 2004
Commission No. CC905684


Notary Public
My Commission Expires:
Affix Notary Seal

FILED

**CERTIFICATION OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

01 APR 10 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **Yannick Pierce**, having been designated as Registered Agent to accept service of process for **Pains de France, Inc.**, hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation as follows:

Registered Agent: Yannick Pierce

Registered Office: 8184 N. Tamiami Trail
Sarasota, Florida 34243


The undersigned Registered Agent is familiar with and accepts the obligations of Section 607.325, Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of April, 2001.


Yannick Pierce

**STATE OF FLORIDA
COUNTY OF SARASOTA**

The foregoing instrument was acknowledged before me this 3rd day of April, 2001, by Yannick Pierce, who is personally known to me or who presented _____ as identification.


Notary Public
My Commission Expires:
Affix Notary Seal



DONNA M. ORSINO
My comm. exp. Feb 27, 2004
Commission No. CC905684