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FLORIDA PROFIT CORPORATION OR P.A.

Foss, Inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
FOSS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: FOSS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.001 per share.

Robert J. Burnett, Esq.
Bar #0117978
3111 Stirling Road
Ft. Lauderdale, FL 33312
Phone: 954-364-6007
Fax: 954-985-4138

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ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Glenn M. Cooper, Esq.
5201 Blue Lagoon Drive
Suite 100
Miami, Florida 33126

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTOR

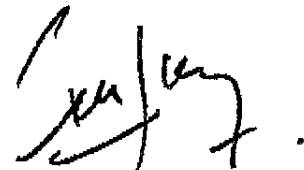
The name and address of the initial Director of this Corporation is Emeric Stern, 120, avenue de Suffren, 75015 Paris, France.

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Emeric Stern, 120, avenue de Suffren, 75015 Paris, France.

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ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on September 8, 2001.



Emeric Stern, Incorporator

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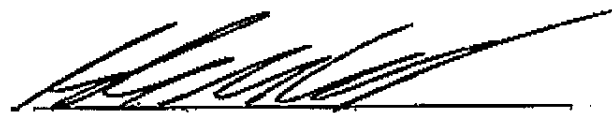
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

FOSS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126 has named Glenn M. Cooper, Esq., whose address is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, Florida as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Glenn M. Cooper, Esq.FILED
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