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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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Division of Corporations

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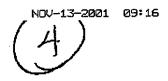
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FLORIDA PROFIT CORPORATION OR P.A.

SAGEM INTERNATIONAL CORPORATION

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ARTICLES OF INCORPORATION

OF

SAGEM INTERNATIONAL CORPORATION

SECRETAR WOT STATE STATE OF CORPORATIONS OF NOV 13 PH 3: 44

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1

The name of this corporation shall be: SAGEM INTERNATIONAL CORPORATION

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 25 SE 2nd AVENUE, SUITE 1148, MIAMI, FL 33131

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 5,000,000 SHARES COMMON STOCK AT \$ 1.00 PAR VALUE. 5,000,000 SHARES PREFERRED STOCK AT \$ 1.00 PAR VALUE.

ARTICLE VI

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The name and street address of the initial Registered Agent of this corporation shall be: ZENDO CAPITAL INC., C/O WOLF THEUERMEISTER, 1717 N. BAYSHORE DRIVE, SUITE 3452, MIAMI, FL 33132

ARTICLE VII

The name and address of the officers and initial board of director(s) shall be:

WOLF THEUERMEISTER

1717 N. BAYSHORE DR., SUITE 3452 MIAMI, FL 33132

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc. 2444 N.W. 7TH PLACE MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 12th day of NOVEMBER ,2001.

CORPORATOR

Ray Stormont Signing for Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits, organized under the statement in designating the registered office/registered agent, in the State of Florida.

First that SAGEM INTERNATIONAL CORPORATION
(Name of Corporation)

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation, has named

ZENDO CAPITAL INC.

located at: 1717 N. Bayshore Drive, Suite 3452

City of MIAMI County of MIAMI-DADE

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

