

Division of Corporations

Page 1 of 2

P020000019985

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

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000031151 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 205-0381

From:

Account Name : DENIS GAUTHIER
 Account Number : 073542003667
 Phone : (954) 925-0435
 Fax Number : (954) 925-0185

FLORIDA PROFIT CORPORATION OR P.A.

FUSION USA CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03 (4)
Estimated Charge	\$70.00

FILED
 02 FEB 21 PM 2:53
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H02000031151

ARTICLES OF INCORPORATION
OF
FUSION USA CORP.

The undersigned incorporator hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: FUSION USA CORP.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is:
2545 E. SUNRISE BLVD. # 128
FT. LAUDERDALE, FL 33304

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is: GILLES DEMAISONNEUVE
425 BAYSHORE DRIVE # 30
FT. LAUDERDALE, FL 33304

Which is also known as the registered office.

GILLES DEMAISONNEUVE
499 E. Sheridan ST.# 202
Dania Fl.33004
TEL 954-9250435

-1-

H02000031151

FILED
02 FEB 21 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H02000031151

ARTICLE VII. DIRECTORS

The Corporation shall have Three directors. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than one. The name of the directors are Gilles Demaisonneuve, Jean-Yves Demaisonneuve and Marc Girard.

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. 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 his 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 X. INCORPORATORS

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

GILLES DEMAISONNEUVE
425 BAYSHORE DRIVE # 30
FT. LAUDERDALE, FL 33304

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

-2-

H02000031151

H02000031151

IN WITNESS WHERE OF, we have hereunto set our hands and seal. acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 19TH. day of FEBRUARY 2002

STATE OF FLORIDA)

:SS

COUNTY OF BROWARD)

Incorporator

GILLES DEMAISONNEUVE

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared: GILLES DEMAISONNEUVE known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 19TH. day of FEBRUARY 2002

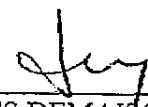
My Commission Expires:


Notary Public, State of Florida at large.



Denis Gauthier
Commission # DD-025139
Expires June 24, 2003
Bonded Through
Atlantic Bonding Co., Inc.

I GILLES DEMAISONNEUVE by execution hereof, accept the designation as Registered Agent of this Corporation


GILLES DEMAISONNEUVE

-3-

H02000031151

FILED
02 FEB 21 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA