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SCOTT F. BARNETT
CHARTERED
ATTORNEYS & COUNSELORS AT LAW

FILED
02 FEB 21 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

February 19, 2002

Secretary of State
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of THE SERGE GROUP, INC.

EFFECTIVE DATE

Dear Sir/Madam:

02-20-02

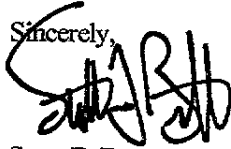
Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation of the above referenced Corporation.
2. A check in the amount of \$78.75 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return to the undersigned a copy of the Articles of Incorporation marked filed by your office.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Sincerely,


Scott F. Barnett
For the Firm

SFB:sfb
Enclosures
cc: Sergio Waksman

234 EAST DAVIS BOULEVARD, TAMPA, FL 33606
Voice 813.251.3330 • FAX 813.251.3841
E Mail SFBarnett@aol.com

J. BRYAN FEB 25 2002

ARTICLES OF INCORPORATION
of
THE SERGE GROUP, INC.,

ARTICLE I
NAME OF CORPORATION

The name of this Corporation is:

THE SERGE GROUP, INC.

ARTICLE II
DURATION OF CORPORATE EXISTENCE

The initial date of existence of this Corporation is February 20, 2002.
The duration of the Corporation shall be perpetual.

EFFECTIVE DATE

02-20-02

ARTICLE III
PURPOSE OF CORPORATE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE U.S. DOLLAR (U.S.\$1.00) par value per share common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V
PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

4306 Knights Avenue
Tampa, FL 33611

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE AND AGENT

A. The name of the initial Registered Agent of this Corporation at such address is:

SCOTT F. BARNETT

B. The street address of the initial registered office of this Corporation is:

234 East Davis Boulevard
Tampa, FL 33606

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ARTICLE VII
INCORPORATOR

A. The name of the person signing these Articles is:

SERGIO WAKSMAN

B. The address of the person signing these Articles of Incorporation is:

4306 Knights Avenue
Tampa, FL 33611

ARTICLE VIII
REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
20 day of FEBRUARY, 2002.


SERGIO WAKSMAN

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for THE SERGE GROUP, INC. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.


SCOTT F. BARNETT

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