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ALLAN C. DRAVES
ATTORNEY AND COUNSELLOR AT LAW
340 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

TELEPHONE
(407) 422-2462

FACSIMILE
(407) 422-2449

POST OFFICE BOX 4
ORLANDO, FLORIDA 32802

February 28, 2002

BY FEDERAL EXPRESS AIRBILL NO. 8316 4814 3935

ATTENTION: FLORIDA FILINGS (850.245.6052)
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100005031961--4
-03/01/02--01034--016
*****78.75 *****78.75

Re: LUTETIA INTERNATIONAL CORPORATION
Articles of Incorporation

To whom it may concern:

In connection with the foregoing, I enclose herewith the following:

1. Original Articles of Incorporation and designation and acceptance of registered agent for LUTETIA INTERNATIONAL CORPORATION for filing;
2. Copy of Articles of Incorporation and designation and acceptance of registered agent for LUTETIA INTERNATIONAL CORPORATION to be time-stamped and returned to me in the enclosed stamped, self-addressed envelope;
3. My check number 8176 for \$78.75 for the filing fee and a certificate of status on the above corporation; and
4. Stamped, self-addressed envelope.

Please call me with any questions regarding this matter. Thank you for your cooperation and assistance.

Very truly yours,



Allan C. Draves

ACD/cgf
Encls.

pc: Mr. Jean-François Mignon (w/o enclosures)

C:\DATA\INCORP\LUTETIA.LTR

FILED
02 MAR - 1 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03-07-02

ARTICLES OF INCORPORATION

OF

LUTETIA INTERNATIONAL CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Lutetia International Corporation.

ARTICLE II

ADDRESS

The street address of the corporation's initial principal office is 242 Prescott Drive, Orlando, Florida 32809.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock. Each share shall have a par value of \$.10 per share.

ARTICLE IV

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or of any other state, county, territory or nation.

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

ARTICLE VI

REGISTERED OFFICE/AGENT

The street address of the initial registered office of the corporation shall be 242 Prescott Drive, Orlando, Florida 32809 and the name of the initial Registered Agent for the corporation is Jean-François Mignon.

ARTICLE VII

TERM OF EXISTENCE

The corporation shall exist perpetually.

FILED
02 MAR - 1 AM 10:20
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE VIII

LIMITATION OF LIABILITY

Each director, shareholder and officer, in consideration for his or her services, and in the absence of fraud or willful wrongdoing, shall be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, shareholder or officer of the corporation, to the maximum extent permitted by law. The foregoing right of indemnification shall be in addition to any other rights to which any director, shareholder or officer may be entitled as a matter of law.

ARTICLE IX

DIRECTORS

This corporation shall have a minimum of one director.

ARTICLE X

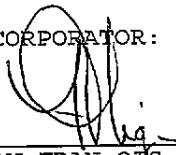
INCORPORATOR

The name and address of the Incorporator are:

Jean-François Mignon
242 Prescott Drive
Orlando, Florida 32809

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 28th day of February, 2002.

INCORPORATOR:




JEAN-FRANÇOIS MIGNON

STATE OF FLORIDA
COUNTY OF ORANGE

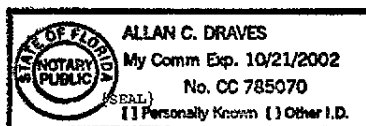
Execution of the foregoing instrument was acknowledged before me this 28th day of February, 2002 by Jean-François Mignon, who is personally known to me OR who produced Fla. Driver License as identification and who did/did not take an oath.

Notary Public

Sign:  _____

Print: _____

My Commission expires: _____



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

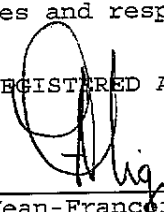
The following is submitted in compliance with the laws of the State of Florida.

Lutetia International Corporation, a corporation organized under the laws of the State of Florida, with its principal office located at 242 Prescott Drive, Orlando, Florida 32809, has named Jean-François Mignon, whose address is 242 Prescott Drive, Orlando, Florida 32809, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT

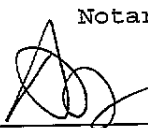

Jean-François Mignon

FILED
02 MAR - 11 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Execution of the foregoing instrument was acknowledged before me this 28th day of February, 2002 by Jean-François Mignon, who is personally known to me OR who produced Fla. Driver license as identification and who did/did not take an oath.

Notary Public

Sign: 
Print: _____

My Commission expires:

