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Florida Department of State
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 JUL 11 AM 8:54

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FLORIDA PROFIT CORPORATION OR P.A.

DENOIR U.S.A. CORP.

Certificate of Status	0
Certified Copy	1
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07-12-02

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ARTICLES OF INCORPORATION

OF

DENOIR U.S.A. CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is **DENOIR U.S.A. CORP.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having nominal or par value of \$ 1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

ARTICLE V. INITIAL CAPITAL

The amount of capital with this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

Prepared by:
Richard Wasserstein, Esq. Bar # 604380
Wasserstein Law Building, Ph 866-1455
913 Normandy Drive (71 St. Street)
Miami Beach, FL

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ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is:

Ricardo Lerner
2742 Biscayne Blvd.
Miami, FL. 33137

The board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is:

Ricardo Lerner
2742 Biscayne Blvd.
Miami, FL. 33137

ARTICLE IX. DIRECTORS

This corporation shall have TWO (2) Directors initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of this being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be effected or invalidated by the fact that of Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provide that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. AMENDMENTS

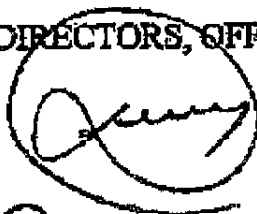
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all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

ARTICLE XI. INITIAL OFFICERS AND DIRECTORS

The name and post office address of the initial Directors and Officers of the corporation are:

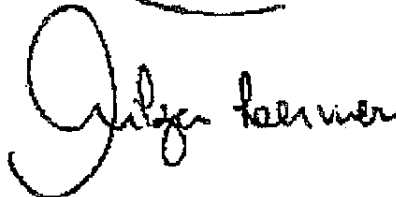
DIRECTORS, OFFICERS AND SPECIFIC ADDRESS

Director, President:



Ricardo Lerner
2742 Biscayne Blvd.
Miami, FL. 33137

Director, Secretary:



Nilza Lerner
2742 Biscayne Blvd.
Miami, FL. 33137


ARTICLE XII. SUBSCRIBER

The name and post office address of the Subscribers to these Articles of Incorporation are:


Ricardo Lerner, 2742 Biscayne Blvd., Miami, FL. 33137
Nilza Lerner, 2742 Biscayne Blvd., Miami, FL. 33137

IN WITNESS WHEREOF the under signers have set their hands and seal and have acknowledged and filed in the Office of the Secretary of the State of Florida as Subscribers of DENOIR U.S.A. CORP.

The under signers have executed this Articles of Incorporation this 11th of July, 2002



Ricardo Lerner
CORPORATE SUBSCRIBER



Nilza Lerner
CORPORATE SUBSCRIBER

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that: **DENOIR U.S.A. CORP.**

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named: Ricardo Lerner, located at 2742 Biscayne Blvd. Miami, FL 33137, Dade County, State of Florida, as its agent to accept service of process within this state.

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



**Ricardo Lerner
Registered Agent**

Prepared by: Richard Wasserstein, Esq. Bar # 604380
Wasserstein Law Building, Ph 866-1455
913 Normandy Drive (71 St. Street)
Miami Beach, Florida 33141

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