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2004 APR -8 PM 5: 16

TALLAMASSEE FLORIDA

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

SUBJECT: FRAPORT CORPORATION

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$70.00, for the filing fee.

FROM: Vasanta Senerat

4531 Deleon Street - Suite 110

Fort Myers, Florida 33907

Please Contact me at (239) 418-0008 for any questions and direct any mail regarding - Unis incorporation to the above address.

Thank you for your (circl Cooperation)

Valanta Scarret

3/31/2004

ARTICLES OF INCORPORATION OF FRAPORT CORPORATION

2004 APR -8 PM 5: 16 TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is **FRAPORT CORPORATION**, (hereinafter, "Corporation").

ARTICLE 2 - PRINCIPAL OFFICE

The address of the principal office of the Corporation is 4531 Deleon Street, Suite 110, Fort Myers, Florida 33907 and the mailing address is 26 Adrien Lachenal, 1207 Geneva, Switzerland.

ARTICLE 3 – PURPOSE OF THE CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 4 - CORPORATE CAPITALIZATION

- 4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director (s) may, in authorizing the issuance of shares of stocks of any class, confer any preemptive right that the Board of Director (s) may deem advisable in connection with such issuance.
- 4.3 The Board of Director (s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter or hereafter authorized, for such consideration as the Board of Director (s) may deem advisable, subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.
- 4.4 The Board of Director (s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:

François Roghi 43 Cours Napoleon 20000 Ajaccio, France

Secretary/Treasurer:

Agostinho De Sousa Chemin Pietra Rossa 20167 Peri, France

ARTICLE 6 - REGISTERED AGENT

The name and Florida street address of the Registered Agent is:

Vasanta Senerat 4531 Deleon Street Suite 110 Fort Myers, Florida 33907

<u>ARTICLE 7 – INCORPORATOR</u>

The name and Florida street address of the Incorporator

Vasanta Senerat 4531 Deleon Street Suite 110 Fort Myers, Florida 33907

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – BYLAWS

The Board of Director (s) of the Corporation shall have power, without the assent or vote of the shareholders, to make ,alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director (s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 315+ Mach, 204

Vasanta Senerat, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Vasanta Senerat, having a business identical to the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under applicable provisions of the Florida Statutes.

Vasanta Senerat