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ACCOUNT NO. : 072100000032 REFERENCE: 579894 **AUTHORIZATION:** COST LIMIT : \$ 78.75 ORDER DATE: September 6, 2005 ORDER TIME : 9:50 AM ORDER NO. : 579894-005 CUSTOMER NO: 118517A CUSTOMER: Robert W. Bivins, Esq Fuller Holsonback Bivins & Malloy Suite 1500 400 North Ashley Drive Tampa, FL 33602 DOMESTIC FILING NAME: VIVABOXES US, INC. EFFECTIVE DATE: XX \_\_\_ ARTICLES OF INCORPORATION \_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XXX \_\_\_ CERTIFIED COPY \_\_\_\_ PLAIN STAMPED COPY \_\_\_\_ CERTIFICATE OF GOOD STANDING CONTACT PERSON: Harry B. Davis - EXT. 2926

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### ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

VIVABOXES US, INC.

The undersigned, acting as the incorporator of VIVABOXES US, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

# ARTICLE I. NAME

The name of the corporation is:

VIVABOXES US, INC.

# ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal business office and mailing address of the corporation is:

15438 North Florida Avenue Suite 103 Tampa, Florida 33613

# ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share.

#### ARTICLE IV. INITIAL BOARD OF DIRECTORS

#### Name

#### Address

Jean-Bernard Lemal

15438 North Florida Drive, Suite 103

Tampa, Florida 33613

Philippe Deneef

Bovenbosstraat 47 B-3053

Haasrode, Belgium

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 15438 North Florida Avenue, Suite 103, Tampa, Florida 33613, and the name of the corporation's initial registered agent at that address is Jean-Bernard Lemal.

# ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

# Jean-Bernard Lemal 15438 North Florida Avenue Suite 103 Tampa, Florida 33613

September <u>/ç/</u>, 2005 EXECUTION DATE:

Jean-Bernard Demal, as Incorporator

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#### VIVABOXES US, INC.

# ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That VIVABOXES US, INC., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 15438 North Florida Avenue, Suite 103, Tampa, Florida 33613, has named Jean-Bernard Lemal as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for VIVABOXES US, INC., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE: September / 17, 2005

Jean-Bernard Lemal / as Registered Agent

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