

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

P95000005979

800-342-8086

95 JAN 23 PM 11:36

DIVISION OF INCORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 528567
Patricia Pizots

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 23, 1995

ORDER TIME : 9:50 AM

ORDER NO. : 528567

EFFECTIVE DATE

CUSTOMER NO: 5380A

1-20-95

200001386932

CUSTOMER: James P. Kane, Esq
HENDERSON FRANKLIN STARNES &
HOLT, PA

1715 Monroe Street
Fort Myers, FL 33901

DOMESTIC FILING

P95000005979

NAME: FIVAL USA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol J. Davis

EXAMINER'S INITIALS:

FILED
95 JAN 23 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

809 1/23/95 6/1 1005-1587

1-24-95 00/A



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 JAN 24 AM 6 54
DIVISION OF CORPORATIONS

January 23, 1995

CORPORATION INFORMATION SERVICES, INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: FIVAL USA, INC.
Ref. Number: W95000001587

resubmit 1-24-95

We have received your document for FIVAL USA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 395A00002747

EFFECTIVE DATE
1-28-95

**ARTICLES OF INCORPORATION
OF
FIVAL USA, INC.**

FILED
95 JAN 23 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be FIVAL USA, INC. The principal business address and mailing address of the corporation is 9131 College Parkway, Suite 13B, Fort Myers, Florida 33919.

ARTICLE II. DURATION.

The corporation shall commence January 20, 1995 and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

Prepared by: James E. Kane, Esq.
Florida Bar No.: 779113
1715 Monroe Street
Fort Myers, FL 33901
(813) 334-4121

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|---|
| Corporation Information Services, Inc. | 1201 Hays Street Tallahassee, FL 32301 |

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have two Directors initially, and the name and address of the initial Directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Anne Pinon | c/o Financière Valcourt 7 Rue Jobbé Duval 75015 PARIS |
| Jean Grima | c/o Financière Valcourt 7 Rue Jobbé Duval 75015 PARIS |

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

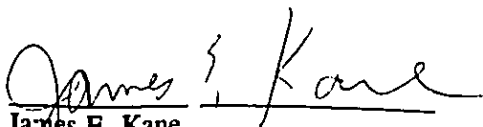
NAME

James E. Kane, Esq.

ADDRESS

Henderson, Franklin, Starnes & Holt, P.A.
1715 Monroe Street
P.O. Box 280
Fort Myers, FL 33902-0280

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 20th day of January, 1995.


James E. Kane

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 8.091, Florida Statutes, relative to keeping open said office.

David Sherry, Jr.
Corporation Information Services, Inc.
Registered Agent

FILED
95 JAN 23 PM 12:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE