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FLORIDA DIVISION OF CORPORATIONS

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FROM: DENIS GAUTHIER

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499 E. SHERIDAN ST.

STATE OF FLORIDA

SUITE 310

409 EAST GAINES STREET

DANIA FL 33004-

TALLAHASSEE, FL 32399

CONTACT: DENIS GAUTHIER

FAX: (904) 922-4000

PHONE: (305) 925-0435

FAX: (305) 925-0188

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: J.P.SIM, INC

FAX AUDIT NUMBER: H95000003861

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**ARTICLES OF INCORPORATION
OF
J.P.SIM, INC.**

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: J.P.SIM, INC.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is:
6180 N. DIXIE HIGHWAY
BOCA RATON FL. 33487

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is: JEAN PHILIPPE GAUTHIER
6180 N. DIXIE HIGHWAY
BOCA RATON FL. 33487

Which is also known as the registered office.

-1-

JEAN PHILIPPE GAUTHIER
499 E. Sheridan st. # 310
Dania Fl. 33004 TEL. 305-925-0435

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ARTICLE VII. DIRECTORS

The Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are:

JEAN PHILIPPE GAUTHIER
6180 N. DIXIE HIGHWAY
BOCA RATON FL. 33487

SIMON GAUTHIER
6180 N. DIXIE HIGHWAY
BOCA RATON FL. 33487

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are:

JEAN PHILIPPE GAUTHIER
6180 N. DIXIE HIGHWAY
BOCA RATON FL. 33487

SIMON GAUTHIER
6180 N. DIXIE HIGHWAY
BOCA RATON FL. 33487

ARTICLE XI. AMENDMENT

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 them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 5TH day of APRIL 1993

STATE OF FLORIDA)
COUNTY OF BROWARD) :SS

Jean Philippe Gauthier
Incorporator
Simon Gauthier
Incorporator

SIMON GAUTHIER

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:

JEAN PHILIPPE GAUTHIER AND SIMON GAUTHIER
known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above
this 5TH day of APRIL 1993

My Commission Expires:

Denis Gauthier
Notary Public, State of Florida at large

DENIS GAUTHIER
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. JUNE 24 1997
NO. CC 297872
BONDED THRU GENERAL INS. CO.

I, **JEAN PHILIPPE GAUTHIER**, by execution hereof, accept the designation as
Registered Agent of this Corporation

Jean Philippe Gauthier
JEAN PHILIPPE GAUTHIER

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