

P95000028511

WILLIAM H. FLEECE
ATTORNEY AT LAW

Court Certified Mediator and Arbitrator

5200 Central Avenue - St. Petersburg, Florida 33707-1899
(813) 328-1000
Fax (813) 323-5847

April 3, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

400001448224
-04/05/95--01092--014
****122.50 ****122.50

Re: Trouvilles, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for Trouvilles, Inc., along with one copy. Please file the enclosed and return a certified copy of same to me at your earliest possible convenience. I have enclosed my check in the amount of \$122.50 to cover the filing fee, certified copy fee and registered agent fee.

Should you have any questions, please give me or my secretary a call.

Very truly yours,

William H. Fleece
William H. Fleece

WHF/lp

*Left message at
10:45 am 4/10/95
Same as RA address*

Enc.

Mr. Fleece GAVE
AUTHORIZATION BY PHONE TO

CORRECT add principal office
DATE 4/11/95
DOC. EXAM. BR

B. REGISTER APR 10 1995
789.634, 706,631

95 APR -5 AM 11:23
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
95 APR -5 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TROUVAILLES, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be :

TROUVAILLES, INC.

ARTICLE II

Purposes

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

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be fifty (50) shares of common stock having no par value per share.

ARTICLE IV
Subscribers, Incorporators & Directors

The names and addresses of the Subscriber(s), Incorporator(s) and Director(s) are:

William H. Fleece
14820 Rue de Bayonne, #506
Clearwater, Fl 34622

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;

(c) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII
Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) Director. The number of Directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) Director.

B. In any election of Directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of Directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to

the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

C. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Long-Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE X

Operating Agreement

Two or more of the shareholders of this corporation entitled to vote may, as provided in the bylaws, from time to time enter into agreements providing for shareholder voting, the operation and/or government of the corporation and for such other matters as the parties to the agreement determine, and are permitted by law, and which relate to any phase of the affairs of this corporation. The Board of Directors may require, by resolution or bylaw, that the existence of such agreement be noted on the certificates of stock of the corporation which are subject to such agreement.

ARTICLE XI
Effective Date

The date that corporate existence shall begin shall be upon filing these Articles with the Department of State.

This election is pursuant to Florida Statute 607.0203.

ARTICLE XII
Registered Office and Registered Agent

The address of the initial registered office of this corporation is:
The principal office is:

14820 Rue de Bayonne, #506
Clearwater, Fl 34622

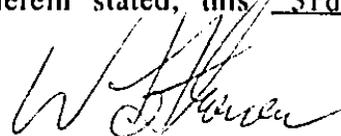
The name of the Registered Agent of this corporation is:

William H. Fleece

ARTICLE XIII
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 3rd day of April, 1995.



William H. Fleece

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared and known to me to be the above subscriber, who, after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 30 day of April, 1995.

My Commission Expires:

Lourdes Pickart

Notary Public



LOURDES PICKART
My Commission CO377226
Expires Jun. 01, 1996
Bonded by HAI
800-422-1988

Lourdes Pickart

Printed name of Notary Public

FILED
95 APR -5 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

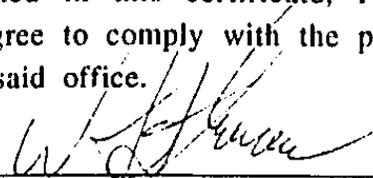
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That TROUVAILLES, INC.
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named William H. Fleece, located at 14820 Rue de Bayonne, Apt. 506 City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Resident Agent - William H. Fleece