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networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 07200000000000000000

REFERENCE : 585032 8306A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : April 25, 1995

ORDER TIME : 12:17 PM

200001465582

ORDER NO. : 585032

CUSTOMER NO: 8306A

RUSH WILL WAIT

CUSTOMER: Ross Manella, Esq
MANELLA KLAPHOLZ & HOCHS2TEIN
P.A.
2206 Hollywood Boulevard

Hollywood, FL 33020

DOMESTIC FILING

NAME: INTERNATIONAL REX, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN APR 26 1995

FILED
95 APR 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL REX, INC.

FILED
95 APR 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INTERNATIONAL REX, INC.

The address of the principal office of this corporation shall be c/o Manella, Klapholz & Hochsztein P.A., 2206 Hollywood Boulevard, Hollywood, Florida 33020 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|--------------------------------|---|
| Joel Gillet Dir. | 66 rue des Tourvettes 74160 Bossex, France |
| Monica d'Achon Jaubert Dir. | Same |

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|------------------------|-----------------------|
| Joel Gillet | 66 rue des Tourvettes |
| Pres./Sec./Treas. | 74160 Bossex, France |
| Monica d'Achon Jaubert | Same |
| V. Pres. | |

ARTICLE VIII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent of any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE IX. RESTRICTION ON NEW STOCK

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of the shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

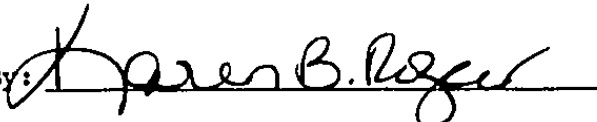
ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on April 26, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: 
Its Agent, Karen Rozar

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED
95 APR 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ross Manella, an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

INTERNATIONAL REX, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____


Ross Manella