

P96000020365

Douglas C. Gilbert
3504 Swallow Drive
Melbourne, FL 32935-4790

• Computerized Accounting

• Tax Form Preparation

(407) 752-0006 Voice & FAX

• Financial Consulting

March 1, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Chandelle Inc and a check for \$78.75 (\$70.00 filing fee and \$8.75 certificate.)

Please process the Articles and return a copy to:

600001730786
-03/04/96--01070--013
*****78.75 *****78.75

Douglas C. Gilbert
3504 Swallow Dr
Melbourne, FL 32935-4790

Thank you.

D.C. Gilbert GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp Name
DATE 3/6/96
DOC. EXAM. SAB

FILED
96 MAR -4 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chandelle USA Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF**

Chandelle USA Inc.

The undersigned, for the purpose of forming a corporation for profit under the Laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be / **Chandelle USA Inc.**
The principal place of business and
mailing address shall be 3504 Swallow Dr, Melbourne, FL 32935-4790.

ARTICLE II - DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

ARTICLE III - PURPOSE

This purpose of this Corporation is to engage in any operations necessary to lawfully conduct business in the State of Florida, the United States and other parts of the world.

ARTICLE IV - CAPITAL STOCK

Section 4.1: Authorized Capital

This Corporation is authorized to issue Two Hundred Fifty Thousand (250,000) shares of no par value common stock which shall be designated as "Common Stock". This Corporation is not authorized to issue preferred shares.

Section 4.2: Restrictions on Transfer of Stock

The Shareholders may, by By-Law provision or by shareholder's agreement recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3: Approval of Shareholders Required for Merger

The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V - PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS OF SHARE OF COMMON STOCK

Section 5.1: Dividends

The holders of record of the Common Stock of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

Section 5.2: Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of the outstanding Common Stock shall be paid from the remaining assets of this Corporation ratably.

Section 5.3 Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock.

ARTICLE VI - DESIGNATION OF SERIES

There shall exist no series in the issuance of the Common Stock authorized herein.

ARTICLE VII - 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 first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this Corporation is 3504 Swallow Dr, Melbourne, FL 32935-4790 and the name of the initial registered agent of this Corporation at that address is Douglas C Gilbert.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided by the By-Laws but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Douglas C Gilbert 3504 Swallow Dr, Melbourne, FL 32935-4790

ARTICLE X - INCORPORATOR

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

Douglas C Gilbert 3504 Swallow Dr, Melbourne, FL 32935-4790

ARTICLE XI - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation or those designated by them.

ARTICLE XIII - COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any Officer or Director of any former Officer or Director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

Douglas C Gilbert
Douglas C Gilbert

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of FEBRUARY, 1996.

Douglas C Gilbert
Douglas C Gilbert, Incorporator

STATE OF FLORIDA)

COUNTY OF BREVARD)

The foregoing instrument was sworn and subscribed before my this 28th day of February, 1996 by Douglas C Gilbert, who is personally known to me or who did produce _____ as identification.

NOTARY PUBLIC - State of Florida at Large

Karen A. Creech
Signature of Notary Public

KAREN A. CREECH
Typed, printed or stamped name of Notary Public

My Commissions Expires: 2/21/97

Seal:



FILED
96 MAR -4 AM 9:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE