

LAW OFFICES
FISHBACK, DOMINICK, BENNETT, STEPTER,
ARDAMAN & BONUM
170 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801-2181

G. BEN FISHBACK (1893-1983)

MARK F. ATLEERS
A. RUTH ARDAMAN
JOHN P. BENNETT
PHILIP K. BONUM
JULIAN K. DOMINICK
LISA A. EDWARDS
MARK FLEMING FISHER
DAVID B. McDONALD
CHARLES H. STEPTER, JR.

P96000032899

TELEPHONE (407) 485-8700
FAX (407) 485-8803

April 9, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is Articles of Incorporation for International Projects & Investments, Inc. together with our check for \$122.50 being filing fee. Please file the same and send us a copy.

Thank you for your assistance.

Very truly yours,

Julian K. Dominick
JULIAN K. DOMINICK

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL PROJECTS & INVESTMENTS, INC.

The undersigned, acting as Incorporators pursuant to Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is **INTERNATIONAL PROJECTS & INVESTMENTS, INC.**

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares

unless and until he or she shall have offered to sell his or her shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is Suite 101, 501 East Jackson Street Orlando, Florida 32801.

The initial mailing address of this Corporation is Suite 101, 501 East Jackson Street Orlando, Florida 32801.

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is RAGAA HEGAZY, and the address of this initial Registered Agent is 7248 Woodville Crescent, Orlando, Florida 32819.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be less than one (1). The names and addresses of the initial directors of this Corporation are:

RAGAA HEGAZY
7248 Woodville Crescent
Orlando, Florida 32819

HUSSEIN HEGAZY
7248 Woodville Crescent
Orlando, Florida 32819

ARTICLE IX. INCORPORATOR

The names and addresses of the persons signing these
Articles as Incorporator are:

RAGAA HEGAZY
7248 Woodville Crescent
Orlando, Florida 32819

HUSSEIN HEGAZY
7248 Woodville Crescent
Orlando, Florida 32819

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws will be
vested in the Board of Directors and the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the
authority of, and the business affairs of this Corporation will be
managed under the direction of, the shareholders of this
Corporation.

DATED: April 5, 1996.

H. Ragaa Hegazy
RAGAA HEGAZY, Incorporator/Director

Hussein Hegazy
HUSSEIN HEGAZY, Incorporator/Director

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 5th day of April, 1996, by RAGAA HEGAZY, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to such Articles of Incorporation for the purposes therein described.



ROSALIN WILLIAMS
My Commission CC278537
Expires May 10, 1997
Bonded by AHB
800-852-6878

Rosalin Williams
(Signature of Notary Public - State Florida) ROSALIN WILLIAMS
ROSALIN WILLIAMS
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 5th day of April, 1996, by HUSSEIN HEGAZY, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to such Articles of Incorporation for the purposes therein described.



ROSALIN WILLIAMS
My Commission CC278537
Expires May 10, 1997
Bonded by AHB
800-852-6878

Rosalin Williams
(Signature of Notary Public - State Florida)
ROSALIN WILLIAMS
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of INTERNATIONAL PROJECTS & INVESTMENTS, INC..

and agree to comply with all provisions of the Florida Statutes,
and/or any other applicable laws related thereto.

H. Ragaa Hegazy
RAGAA HEGAZY
Registered Agent

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 5th
day of April, 1996, by RAGAA HEGAZY described as the
REGISTERED AGENT for INTERNATIONAL PROJECTS & INVESTMENTS, INC.,
and who executed the foregoing designation as REGISTERED AGENT for
the purposes therein expressed.



ROSA LIN WILLIAMS
My Commission GG376837
Expires May. 10, 1997
Bonded by AND
000-052-0070

Rosalin Williams
(Signature of Notary Public - State Florida)
ROSA LIN WILLIAMS
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____