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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3004

ACCT#: 072480003200

FAX #: (305)541-3770

NAME: MICHEL HERBELIN USA, I NO.

AUDIT NUMBER.....H90000012257

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

MICHEL HERBELIN USA, INC.

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, and privileges and immunities of a corporation for profit.

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DIVISION OF CORPORATIONS

ARTICLE I

The name of the corporation shall be MICHEL HERBELIN USA, INC.

ARTICLE II

The general nature of the business or businesses to be transacted is: Any lawful business permitted by the laws of the State of Florida and the United States.

ARTICLE III

The amount of authorized capital stock of the corporation shall be five hundred (500) shares of common stock with par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of Florida, the value of such property, labor or services to be determined by the Board of Directors.

PREPARED BY:
Jeffrey E. Lehman, Esq.
FBN 104870
2699 S. Bayshore Drive
Coconut Grove, FL 33133
305-856-4845

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ARTICLE IV

The amount of capital with which the corporation shall begin business shall be at least Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 2699 S Bayshore Drive, Suite 300D, Coconut Grove, FL 33133, with the privilege, however, of having branch offices and places of business at any other place or places within the State of Florida or in foreign countries.

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of at least one (1) director who need not be stockholder.

ARTICLE VIII

The names and addresses of the first Board of Directors of the corporation who, subject to the provisions of these Articles of Incorporation, the by-laws and general corporation laws of Florida, shall hold office until their successors have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Jeffrey E. Lehrman	2699 S Bayshore Drive Suite 300D Miami, FL 33133

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ARTICLE IX

The names and addresses of each subscriber of these Articles of Incorporation are:

Name	Address
Jeffrey E. Lehman	2699 S Bayshore Drive Suite 300D Miami, FL, 33133

ARTICLE X

The Corporation shall at all times have the corporate powers presently given to the corporations by the statutes and law of the State of Florida; and, it shall have such further powers as from time to time, hereafter, are given to corporations by the statutes and law of the State of Florida. The Corporation is expressly authorized to enter into, honor and be bound by stockholder's agreements with and among stockholders of the Corporation. The Corporation is, further, authorized to enter into partnerships and joint ventures with other persons, firms and corporations.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation on the 30 day of August, 1996.


Jeffrey E. Lehman, Esq.

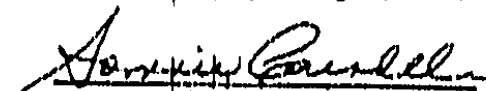
State of Florida)
) SS:
County of Dade)

Before me, the undersigned authority, personally appeared Jeffrey E. Lehman, to me known to be the person described in the foregoing Articles of Incorporation, and he acknowledged that he made and subscribed the same for the purposes and uses therein mentioned and set forth.

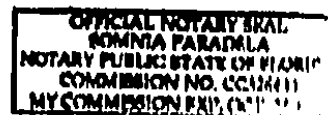
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Witness my hand and seal at said County and State this 20th day of August, 1996.


Notary Public

My commission expires:



RESIDENT AGENT RESIGNATION

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

MICHEL HERBELIN USA, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Jeffrey E. Lehman, Esquire, Professional Corporation, located at 2699 S Bayshore Drive, Suite 300D, Miami, FL 33133, as agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.


Jeffrey E. Lehman

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