


LEE D. SARKIN  
ATTORNEY AT LAW

P96000076020 

September 8, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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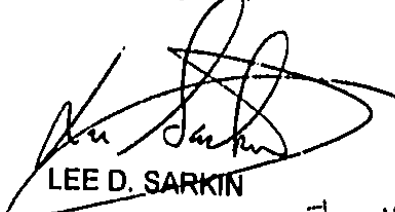
Re: Incorporation of SI OUI YES INTERNATIONAL, INC.

To The Department:

Enclosed please find Articles of Incorporation and Acceptance of Registered Agent along with draft in the amount of \$122.50 for filing fee for the above-referenced corporation. Please file the Articles and return true copy, certificate and receipt for payment to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your cooperation. Should you have any questions or concerns, please feel free to contact me.

Very truly yours,

  
LEE D. SARKIN

LS:lae  
enclosure

1 SEP 12 1996

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DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SI OUI YES INTERNATIONAL CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SI OUI YES INTERNATIONAL CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.05 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT;  
PLACE OF BUSINESS

The street address of the initial registered office of this corporation is 855 South Federal Highway, Suite 113, Boca Raton,

Florida 33432, and the name of the initial registered agent of this corporation at that address is LEE D. SARKIN, ATTORNEY AT LAW.

PLACE OF BUSINESS: 517 EAST OCEAN AVENUE, BOYNTON BEACH, FLORIDA 33445.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM DONAHUE PRESIDENT	616 N.E. 9TH AVENUE BOYNTON BEACH, FLORIDA 33435
Jean-Francois DiCicco Vice-President	401 Savannah Lakes Circle, Apt. 401 Boynton Beach, Florida 33436

#### ARTICLES VIII - INCORPORATORS

The name and address of the incorporator of these articles is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM DONAHUE PRESIDENT	616 N.E. 9TH AVENUE BOYNTON BEACH, FLORIDA 33435

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 6TH day of SEPTEMBER, 1996.

  
WILLIAM DENNIS DONAHUE  
INCORPORATOR

The Registered Agent states:

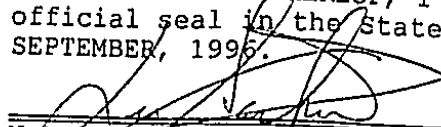
I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

  
LEE D. SARKIN  
REGISTERED AGENT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM DONAHUE known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6<sup>th</sup> day of SEPTEMBER, 1996.

  
Notary Public

My Commission Expires:



LEE SARKIN  
My Commission CC987848  
Expires Jun. 27, 1998  
Bonded by HAI  
800-422-1865