

From

JOHN R. COUNCIL
ATTORNEY AT LAW

14028 5th STREET
P.O. BOX 881
DADE CITY, FLORIDA 33526
(352) 567-5175

PG100000090973

To

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

DATE

October 28, 1996

SUBJECT

Sardonyx-Luxemburg

Message

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for filing along
with our check for same.

Please return the filed Articles to our office at your earliest
convenience.

Very truly yours,
For John R. Council

600001994446--S
-11/01/96--01100--010
****122.50 ****122.50

ENVELOPE FOLD MARK

ag 11/16/96

[Signature]
Signed

FOR REORDER CALL CUSTOM PRINTING (352) 521-7046

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -1 AM 11:28

ARTICLES OF INCORPORATION

OF

SARDONYX-LUXEMBURG, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is: SARDONYX-LUXEMBURG, INC.

The principal place of business of this Corporation shall be:

215 Harborage II
Sand Key Estate Dr.
Clearwater, FL 34630

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock (Having a par value of \$1.00 per share).

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

John R. Council
14028 5th Street
Dade City, FL 33525

Mailing Address:
P.O. Box 991
Dade City, FL 33526

Acceptance by Registered Agent:

I hereby am familar with and accept the duties and responsibilities as registered agent for said corporation; and the registered agent signature.


JOHN R. COUNCIL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -1 AM 11:28

The board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names and street addresses of the initial director of this Corporation are:

Anton Seetsen
Maison 2
L9942 Basbellain
Luxemburg

Petronella Seetsen
Maison 2
L9942 Basbellain
Luxenburg

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATORS

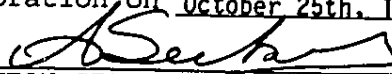
The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Anton and Petronella Seetsen
Maison 2
L9942 Basbellain
Luxemburg

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators have executed the foregoing Articles of Incorporation on October 25th, 1996.


ANTON SEETSEN


PETRONELLA SEETSEN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -1 AM 11:28

STATE OF FLORIDA
COUNTY OF PASCO

Before me, a Notary Public, personally appeared Anton Seetsen and Petronella Seetsen, personally known to me and who did not take an oath described herein as Incorporators and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation on October 25, 1996.

(seal)



KATHY M. PATE
MY COMMISSION # CC 240204 EXPIRES
December 18, 1998
BONDED THRU TROY PAUL INSURANCE, INC.

Kathy M. Pate
Notary Public
My commission expires: