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20801 DISCAYNE BOULEVARD
MIAMI, FLORIDA 33180

MEMBER U.S. DIST. CT.
SO. DIST. OF FLA.

OF COUNSEL
JOSEPH A. GINARTE
* ADMITTED TO NJ ONLY

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 PM 5:20

TELEPHONE: (305) 931-3321
FACSIMILE: (305) 931-2593

19 November 1996

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

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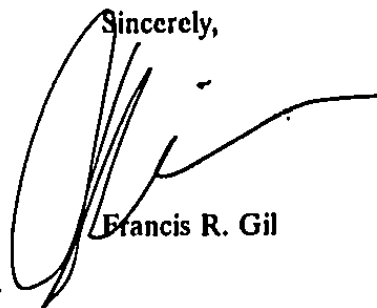
Re: GILLES DE PARIS

Gentlemen:

With reference to the above captioned matter, enclosed herewith please find our office account check in the sum of \$131.25, covering the cost of filing the corporation. Please return a copy of the filed Articles with a Certificate. A self addressed stamped envelop is enclosed for your convenience.

Thank you for your anticipated cooperation in this regard.

Sincerely,



Francis R. Gil

FRG/rl

Enclosure

W96-25381
5
12/13



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1996

FRANCIS R. GIL, ESQ.
20801 BISCAYNE BLVD., 400
MIAMI, FL 33180

SUBJECT: GILLES DE PARIS
Ref. Number: W96000025381

We have received your document for GILLES DE PARIS and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 396A00054390

**ARTICLES OF INCORPORATION
OF
GILLES DE PARIS, INC.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 PM 5:20

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is GILLES DE PARIS, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business under the Laws of the United States of America and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation shall have the authority to issue is 500 shares of Common Stock having a par value of 1.00 dollar each.

ARTICLE IV

TERMS OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V

ADDRESS

The initial address of this Corporation in the State of Florida is: 20355 Northeast 36th Court, #2324, North Miami Beach, Florida 33180. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than One (1) nor more than Seven (7) Directors.

ARTICLE VII

INITIAL DIRECTORS

The names and address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gilles Fonteneau	20355 NE 36th Court, #2324 North Miami Beach, FL 33180

ARTICLE VIII
INCORPORATORS

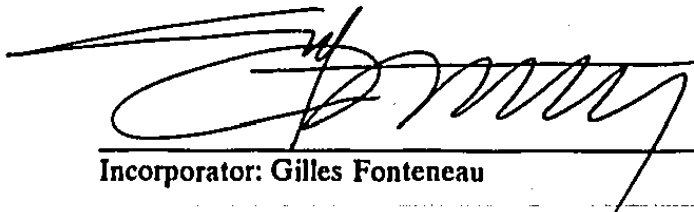
The names and addresses of the Incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gilles Fonteneau	20355 NE 36th Court, #2324 North Miami Beach, FL 33180

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 Stockholders meeting by a majority if the stock entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this 19th day of November, 1996.



Incorporator: Gilles Fonteneau

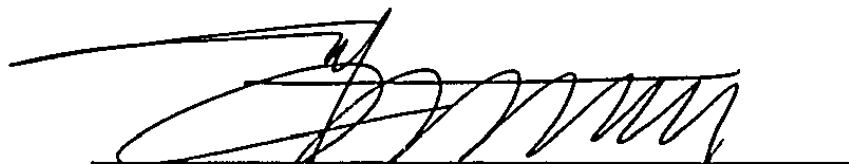
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

RECEIVED
DIVISION OF CORPORATE REGISTRATION
96 DEC 13 PM 5:20

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation organized under the Laws of the State of Florida submits the following statement in designation of its registered office or registered agent or both, in the State of Florida:

1. a. The name of the corporation is: GILLES DE PARIS, INC.
2. The name and address of the registered agent and office: Gilles Fonteneau,
20355 NE 36th Court, #2324, North Miami Beach, Florida 33180.

3. Having been named as the Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes regulating the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Gilles Fonteneau

11/19/96