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SLAYMAKER AND NELSON, P.A.

Attorneys at Law

THOMAS E. SLAYMAKER - JOHN A. NELSON

In Reply Please Respond To:

2218 Highway 44 West
Inverness, Florida 34463
Telephone: (352) 726-6129
Telefax: (352) 726-0223

() 6027 South Suncoast Boulevard
Homosassa, Florida 34446
Telephone: (352) 628-1204
Telefax: (352) 628-4668

December 6, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: DE LEUGEN, INC.

200002024132--7
-12/10/96--01021--007
****122.50 ****122.50

To Whom It May Concern:

Please find enclosed, for filing with your office, Articles of Incorporation and Designation of Resident Agent for **DE LEUGEN, INC.** Our check in the amount of \$122.50 representing the filing fee, certified copy and registered agent designation is also enclosed.

Thank you for your attention in this regard and should you have any questions please contact us.

Cordially,

SLAYMAKER AND NELSON, P.A.

BY: John A. Nelson

John A. Nelson, Esquire

JAN:dld

Enclosures: as stated

Dmc
12.23.96

FILED
96 DEC 19 AM 10:01
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

SLAYMAKER AND NELSON, P.A.
ATTN: JOHN A. NELSON
2218 HIGHWAY 44 WEST
INVERNESS, FL 34453

SUBJECT: DE LEUGEN, INC.
Ref. Number: W96000026038

We have received your document for DE LEUGEN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 396A00055412

SLAYMAKER AND NELSON, P.A.

Attorneys at Law

THOMAS E. SLAYMAKER - JOHN A. NELSON

In Reply Please Respond To:

() 2218 Highway 44 West
Inverness, Florida 34463
Telephone: (352) 726-6129
Telefax: (352) 726-0223

December 18, 1996

(X) 6027 South Suncoast Boulevard
Hornosassa, Florida 34446
Telephone: (352) 628-1204
Telefax: (352) 628-4668

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
ATTN: CLARETHA GOLDEN
409 East Gaines Street
Tallahassee, Florida 32399

RE: De Leugen, Inc.
Reference No. W96000026038

Dear Ms. Golden:

This office is in receipt of your correspondence dated December 11, 1996. Please be advised that the English translation of De Leugen, Inc. is "The Lie", Inc.

Enclosed please find the original and one (1) copy of the Articles Of Incorporation Of De Leugen, Inc. and the original and one (1) copy of the Certificate Designating Place Of Business Or Domicile For Service Of Process Within The State Of Florida And Naming Agent Upon Whom Process May Be Served.

We also enclose a return Federal Express mailing envelope for your use in returning the filed Articles to the Inverness office address.

We appreciate your attention to this matter. Should you have any questions, please contact our office.

Very truly yours,

SLAYMAKER AND NELSON, P.A.

By: 
John A. Nelson, Esquire

JAN/adj

Enclosures as stated.

ARTICLES OF INCORPORATION
OF
DE LEUGEN, INC.

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TOLSON
FBI - FLORIDA

The undersigned, acting as the incorporator of DE LEUGEN, INC. under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION: The name of the Corporation is DE LEUGEN, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE: The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - PURPOSE: This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - AUTHORIZED SHARES: The maximum number of shares that the corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 6027 South Suncoast Boulevard, Homosassa, Florida 34446 and the name of the corporation's initial registered agent at that address is John A. Nelson.

ARTICLE VI - PRINCIPAL OFFICE: The street address of the principal office of the corporation is 11652 West Brightwater Court, Homosassa, Florida 34448.

ARTICLE VII - INITIAL BOARD OF DIRECTORS: The corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The name and address of the initial director is:

Paul Collas
c/o Anne Marie Bruin
11652 West Brightwater Court
Homosassa, Florida 34448

ARTICLE VIII - INCORPORATOR: The name and address of the original incorporator is as follows:


John A. Nelson, Esquire
SLAYMAKER AND NELSON, P.A.
6027 South Suncoast Boulevard
Homosassa, Florida 34446

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201 of the Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights they may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

ARTICLE IX - BYLAWS: The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X - AMENDMENTS: The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation at Inverness, Citrus County, Florida, this 6th day of December, 1996.

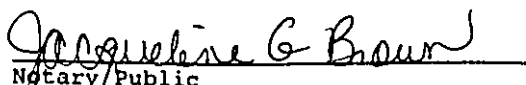

John A. Nelson

NOTARY ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared John A. Nelson who is personally known to me, and who is well known to me to be the person described and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Homosassa, Citrus County, Florida this 6 day of December, 1996.


Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

95 DEC 19 AM 10:01
TALLAHASSEE
FLORIDA

Pursuant to Section 607.0501 of the Florida Statutes, DE LEUGEN, INC., desiring to organize under the laws of the State of Florida, does hereby name JOHN A. NELSON of 6027 South Suncoast Boulevard, Homosassa, Florida 34446, and whose business address is 6027 South Suncoast Boulevard, Homosassa, Florida 34446, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation at the place so designated, I, JOHN A. NELSON, do hereby accept appointment in such capacity and agree to comply with the provision of Chapter 607 of the Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated this 18 day of December, 1996.


JOHN A. NELSON