

L.F. Harris & Associates, CPA, P.A.

Certified Public Accountants
227 N. Magnolia Avenue, Suite 203
Orlando, FL 32801
(407) 425-8611

FILED

97 FEB 12 PM 3:09

DEPT. OF STATE
TALLAHASSEE, FLORIDA

February 11, 1997

Florida Department of State
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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**Re: Articles of Incorporation and Certificate of Incorporation for
Optimum Consulting, Inc.**

Dear Sir or Madam:

Enclosed, please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

I enclose a check for \$131.25 for the following:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy
\$ 8.75	Certificate of Status

Should there be any questions or comments, please do not hesitate to contact me at (407) 425-8611. Thank you in advance for your cooperation.

Very truly yours,


Luis F. Harris

Enclosures (as stated)

cc: Mr. Alain Gaumier

PH
2/14/97

ARTICLES OF INCORPORATION
OF
OPTIMUM CONSULTING, INC.
ONE CLASS OF STOCK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **OPTIMUM CONSULTING, INC.**

ARTICLE II

The address of the principal office of this corporation shall be 227 N. Magnolia Avenue, Suite 203, Orlando, FL 32801.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Hundred (100) shares. All such shares shall be of a single class, designated as common, issued with a par value of \$1.00 per share.

ARTICLE IV

The initial registered agent of the corporation is LUIS F. HARRIS. The street address of the corporation's initial registered office is 227 N. Magnolia Avenue, Suite 203, Orlando, Florida 32801.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:

Alain Gaumier
24 rue Poincare
75020 Paris, France

ARTICLE VI

a) The general nature of the business to be transacted by this corporation is: to engage in consultations to industry, to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, to rent, lease, transfer or otherwise dispose of, and to invest in, trade in, and with goods, wares, merchandise, real or personal property, and services of every class, kind and description.

b) To acquire by subscription, purchase or otherwise, to hold for investment, or for resale, or for renting, or for leasing, to hypothecate debentures, mortgages, notes, trust receipts, lease agreements, distribution agreements, certificates of securities of private, public, quasipublic, municipal, foreign or domestic institutions.

c) To collect the interest and dividends on its holdings and leases and the principal thereof when due. To do all things suitable and proper for the protection, conservation or enhancement of the value of stocks, securities, evidences of indebtedness, or other properties held by it.

d) To borrow or raise monies for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make accept, execute and issue promissory notes, drafts, debentures and other instruments of indebtedness, and to secure the payment thereof and the interest thereon, by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of such securities or other obligations to the Corporation, real personal or mixed, including contract rights, and to sell, pledge, or otherwise dispose of such securities or other obligations to the Corporation, for its Corporate purposes.

e) To acquire the business, property or assets of other companies, firms or corporations engaged in any of the businesses or enterprises herein enumerated, or otherwise, and either by purchase, consolidation, merger or acquisition of the capital stock of such businesses or corporations, or by acquiring the assets and franchises of same, for any lawful remuneration, including the exchange of its own capital stock.

f) To make, enter into and perform contract and agreements of any kind to engage in and carry on any lawful business (other than banking, insurance and railroad corporation) which a corporation is authorized or permitted to carry on under the laws of the State of Florida, and to do and perform every act or thing incident to, growing out of or connected with the aforementioned businesses or powers, either alone or in association with other individuals, firms or corporations; to have, exercise and enjoy all power vested in private corporation under the State of Florida.

ARTICLE VII

The amount of capital with which this corporation will begin business will not be less than fifty (\$50.00) dollars.

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

- a) The stockholders shall have the authority to adopt such rules, by-laws and regulations for the governing of the Corporation as they may deem necessary or expedient.
- b) Holders of common stock shall be entitled to one vote for each and every share of common stock standing in his, her or its name at any and all meetings of the stockholders of the Corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.
- c) No stockholder shall have a preemptive right, as defined by the law of the State of Florida, to purchase or acquire additional, or treasury shares, of stock in the Corporation.
- d) Each holder of common shares shall have one vote for each such shares held on record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.
- e) No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration thereof.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Alain Gaumier, 24 rue Poincare, 75020 Paris, France.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 1997.



Signature of Alain Gaumier

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

OPTIMUM CONSULTING, INC.

2. The name and address of the registered agent and office is:

Luis F. Harris
L.F. Harris & Associates, CPA, P.A.
227 N. Magnolia Avenue, Suite 203
Orlando, FL 32801

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Luis F Harris

LUIS F. HARRIS

2/11/97

Date

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