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*****70.00 *****70.00

REJEAN LEDUC
721 S. E. 17TH ST.
FT LAUDERDALE, FL 33316-2927

63-665547
2560
2102414827

527

Pay to the Order of Rejean Leduc \$70. -
Date 02-20-97 PY Dollars

CITIBANK
CITIBANK, F.S.B. 47
3000 S. OCEAN DR.
HOLLYWOOD, FL 33019
1-800-374-6000

Rejean Leduc MP

memo
⑆ 266086554⑆ 2102414827⑆ 0527

FILED
97 FEB 24 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALPHA SUN USA CORP.

FILED
97 FEB 24 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be " Alpha Sun USA Corp. ".

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is:
721 S.E. 17th Street
Ft. Lauderdale, Fl. 33316

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$ 1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
Réjean Leduc
721 SE 17th Street
Ft. Lauderdale, Fl. 33316

ARTICLE VI INCORPORATOR

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

Micheline Desmeules
226, Seigneuriale, #305
Beauport, Québec CANADA
G1E 4Y8

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Directors is Micheline Desmeules will be President ,Secretary , she live at
226, rue Seigneuriale #305
Beauport, Québec CANADA
G1E 4Y8

The undersigned has executed these Articles of Incorporation this 20th day of February, 1997

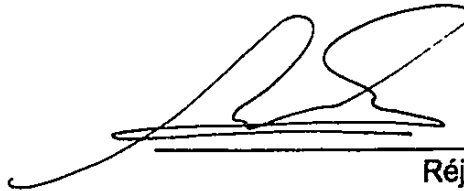

Micheline Desmeules ,President

CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: February 20, 1997



Réjean Leduc
Registered Agent

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TALLAHASSEE, FLORIDA