

P97000022196

INTERNATIONAL LIGHTING SYSTEMS

1300 CORAL WAY - SUITE 300

MIAMI, FLORIDA 33145

TEL: (305) 858-3434

FAX: (305) 858-3435

March 4, 1997.

Division of Corporations
Secretary Of State
409 East Gaines Street
Tallahassee, Fl. 32399
Tel: 904-487-6052

600002105046--7
-03/05/97--01068--006
***122.50 ***122.50

Attn: New Filings Section

Gentleman/Madam:

Enclosed please find the filing documents for a new corporation under the name of
"INTERNATIONAL LIGHTING SYSTEMS".

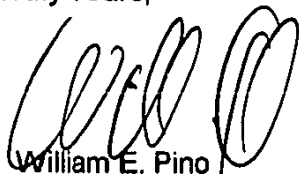
We respectfully request if you could please process the filing as soon as possible
since it is of extreme urgency for our business to be incorporated.

Enclosed also find a check in the amount of \$ 122.50 which include the filing fee plus
the certified copy fee.

In addition we have enclosed a pre-paid self addressed FED-EX envelope with the
proper form to be sent to us upon the execution of the filing.

Thank you again for your consideration.

Very Truly Yours,



William E. Pino
Secretary/Director/Registered Agent

copy: File

MAR 12 1997
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
MAR -5 AM 8:50
FILED

**CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL LIGHTING SYSTEMS, INC.**

97 MAR -5 AM 8:50

FILE
FLORIDA

WE THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, UNDER THE PROVISION OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, GENERALLY, AND HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME OF THE CORPORATION

THE NAME OF THIS CORPORATION SHALL BE: "INTERNATIONAL LIGHTING SYSTEMS, INC."

ARTICLE II. NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS: INTERNATIONAL BUSINESS AND TRANSACTIONS AS ALLOWED BY THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

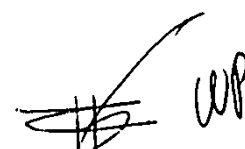
THE MAXIMUM NUMBER OF CAPITAL STOCK AUTHORIZED TO BE ISSUED BY THIS CORPORATION SHALL BE 1,000 SHARES, EACH HAVING A PAR VALUE OF \$ 5.00. SAID SHARES OF STOCK SHALL ENTITLE THE HOLDER THEREOF TO ONE (1) VOTE AT ANY MEETING OF THE STOCK HOLDERS. ALL OR ANY PART OF SAID CAPITAL STOCK MAY BE PAID FOR IN CASH, IN PROPERTY, OR IN LABOR OR SERVICES AT A FAIR VALUATION TO BE FIXED BY THE INCORPORATES, OR BY THE BOARD OF DIRECTORS, AT A MEETING CALLED FOR SUCH PURPOSE. ALL STOCK WHEN ISSUED SHALL BE FULLY PAID FOR AND SHALL BE NON-ASSESSABLE.

ARTICLE IV. INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE FIVE THOUSAND DOLLARS (\$5,000 00).

ARTICLE V. TERM OF EXISTENCE

THE CORPORATION SHALL BE OF PERPETUAL EXISTENCE

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ARTICLE VI. PRINCIPAL OFFICE

THE FOLLOWING SHALL BE THE STREET ADDRESS AND THE PRINCIPAL OFFICE OF THIS CORPORATION, BUT THE CORPORATION SHALL HAVE THE POWER TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA, AND TO ESTABLISH BRANCH OFFICES AND OTHER PLACES OF BUSINESS AT SUCH OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA THAT MAY BE DEEMED EXPEDIENT:

INTERNATIONAL LIGHTING SYSTEMS, INC.
1300 CORAL WAY, SUITE 300
MIAMI, FLORIDA 33145

ARTICLE VII. DIRECTORS

THERE SHALL BE A BOARD OF DIRECTORS FOR THIS CORPORATION WHICH SHALL CONSIST OF TWO PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME AS DETERMINED BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN TWO. EACH SAID DIRECTOR SHALL BE OF FULL AGE AND AT LEAST ONE OF THEM SHALL BE A CITIZEN OF THE UNITED STATES. ANY DIRECTOR MAY BE REMOVED AT ANY ANNUAL OR SPECIAL MEETING OF STOCKHOLDERS CALLED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION, BY THE SAME VOTE AS THAT REQUIRED TO ELECT A DIRECTOR.

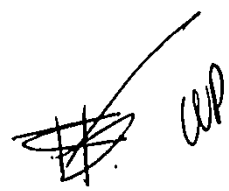
ARTICLE VIII. INITIAL BOARD OF DIRECTORS

THE NAME AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS IS AS FOLLOWS:

NAMES	ADDRESSES	OFFICE
FABRICE PELLEGRINO	1164 DALE STREET LAVAL, CANADA QUEBEC H7V3W1	PRESIDENT/ TREASURER
WILLIAM E. PINO	102 N. PROSPECT DRIVE CORAL GABLES, FL. 33133	SECRETARY/ DIRECTOR

ARTICLE IX. SUBSCRIBERS

THE NAME AND ADDRESS OF EACH SUBSCRIBER TO THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK AGREED TO PURCHASE ARE:

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NAMES	ADDRESSES	No. OF SHARES
FABRICE PELLEGRINO	1164 DALE STREET LAVAL, CANADA QUEBEC H7V3W1	600
WILLIAM E. PINO	102 N. PROSPECT DRIVE CORAL GABLES, FL. 33133	400

THE PRIVATE PROPERTY OF THE STOCKHOLDER (S) SHALL NOT BE SUBJECT TO THE PAYMENT OF THE CORPORATION DEBT TO ANY EXTENT WHATSOEVER.

ARTICLE X. CONFLICT OF INTEREST

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE OFFICERS OF THIS CORPORATION ARE PECUNIARY OR OTHERWISE INTERESTED IN, OR ARE, DIRECTORS OR OFFICERS OF, SUCH OTHER CORPORATION; ANY DIRECT INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE PECUNIARY OR OTHERWISE INTERESTED IN ANY PARTY TO, OR MAY BE PECUNIARY OR OTHERWISE INTERESTED IN ANY CONTRACT OR TRANSACTION OF THIS CORPORATION PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF, AND ANY DIRECTOR OF THIS CORPORATION OR WHO IS SO INTERESTED MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY SUCH MEETING TO THE BOARD OF DIRECTORS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

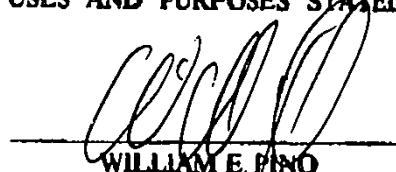
ARTICLE XI. AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED UPON THE STOCKHOLDERS HEREIN ARE SUBJECT TO THIS RESERVATION.

[Handwritten signature] WP

IN WITNESS WHEREOF, WE, THE UNDERSIGNED HAVE EXECUTED THESE
ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES STATED
THEREIN THIS 28th DAY OF FEBRUARY 1997.


FABRICE PELLEGRINO
PRESIDENT/TREASURER


WILLIAM E. PINO
SECRETARY/DIRECTOR

STATE OF FLORIDA :
SS :
COUNTY OF DADE :

I HEREBY CERTIFY THAT THIS DAY BEFORE ME, A NOTARY PUBLIC, DULY
AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE
ACKNOWLEDGMENTS, PERSONALLY APPEARED FABRICE PELLEGRINO
AND WILLIAM E. PINO, TO ME KNOWN AS THE PERSONS DESCRIBED AS
THE SUBSCRIBERS IN AND WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND ACKNOWLEDGE BEFORE ME THAT THEY
SUBSCRIBE TO SAID ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE
ABOVE NAMED THIS 28th DAY OF FEBRUARY 1997.


MY COMMISSION EXPIRES:



MARIA MARGARITA ROCHA
My Comm Exp. 6-16-97
Bonded By Service Ins
No. CC347283
☒ Periodically Renew ☐ Other L.D.

**CERTIFICATE DESIGNATED CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

**IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED, IN COMPLIANCE WITH SAID ACT**

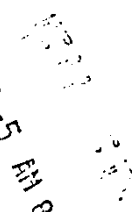
**FIRST, THAT INTERNATIONAL LIGHTING SYSTEMS, INC. IS QUALIFIED TO
DO BUSINESS UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE AT 1300 CORAL WAY, SUITE 300, MIAMI, FLORIDA 33145,
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED
WILLIAM E. PINO, CURRENTLY RESIDING AT 102 N. PROSPECT DRIVE, CITY
OF CORAL GABLES, COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN STATE.**

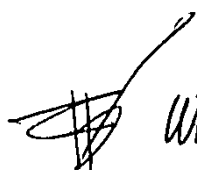
ACKNOWLEDGMENT:

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY
WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.**

BY: _____


**WILLIAM E. PINO
REGISTERED AGENT**


97 MAR -5 AM 8:50
TALLAHASSEE, FLORIDA


WP