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March 1, 1997

Secretary of State  
Corporation Division  
State of Florida  
PO Box 6327  
Tallahassee, FL 32314

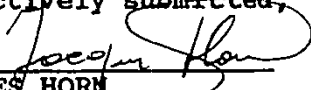
RE: SWAN GROUP INC.

Gentlemen:

Enclosed herewith are the Articles of Incorporation together with  
a copy of said articles for SWAN GROUP INC.  
and our check in the amount of \$122.50 as follows:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00
	-----
	\$122.50

Respectively submitted,

(X)   
JACQUES HORN  
Officer, registered agent

of

SWAN GROUP INC.

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\*\*\*122.50 \*\*\*122.50

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SECRETARY OF STATE  
CORPORATION DIVISION

cf 3/12/97

ARTICLES OF INCORPORATION

OF

SWAN GROUP INC.

FILED  
SECRETARY OF STATE  
INCORPORATIONS

97 MAR -5 11:59

We, the undersigned Incorporator and Subscriber, Being  
natural persons competent to contract, hereby organize and  
incorporate under the laws of the State of Florida, by and under  
the provisions of the Statutes of said State of Florida.

ARTICLE I

The name of this corporation shall be:

SWAN GROUP INC.

ARTICLE II

The corporation may engage in any activity or business  
permitted under the laws of the United States and of the State  
of Florida.

ARTICLE III

The maximum number of shares of capital stock that this  
corporation is authorized to have outstanding at any one time is  
SEVENTY FIVE HUNDRED (7500 ) shares of common stock, having a  
par value of ONE DOLLAR (1.00 ) Dollar per share.

ARTICLE IV

The amount of capital with which this corporation will begin  
business shall be the sum of not less than ONE HUNDRED  
(100.00 ) Dollars.

ARTICLE V

This corporation shall exist perpetually unless sooner  
dissolved according to law.

#### ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1200 CLINTMOORE ROAD  
STE 9  
BOCA RATON, FL 33487

#### ARTICLE VII

The number of Directors of this corporation shall be at least ONE ( 1 ) and no more than FIVE ( 5 ).

#### ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

JACQUES HORN 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487  
PASCAL ZAY 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487  
BESALEL BELOLO 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487

#### ARTICLE IX

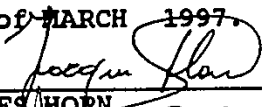
The name and street address of the persons signing these Articles of Incorporation as subscriber is as follows:

JACQUES HORN 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487  
PASCAL ZAY 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487  
BESALEL BELOLO 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487


#### ARTICLE X

The corporate existence of this corporation shall begin on MARCH 1, 1997.

IN WITNESS WHEREOF, the undersigned, JACQUES HORN,  
PASCAL ZAY, AND BESALEL BELOLO  
being a natural persons, competent to contract, has hereunto set  
my hand and seal this FIRST day of MARCH 1997.

  
\_\_\_\_\_  
JACQUES HORN (seal)


  
\_\_\_\_\_  
PASCAL ZAY (seal)

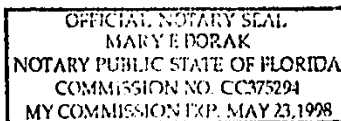
  
\_\_\_\_\_  
BESALEL BELOLO (seal)

STATE OF FLORIDA ) ss  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned Notary Public of the State of  
Florida personally appeared JACQUES HORN, PASCAL ZAY, AND  
BESALEL BELOLO to me well  
known and known to me to be the individuals described in and  
who executed the foregoing Articles of Incorporation, and they  
acknowledged before me that they executed the same freely and  
voluntarily for the purpose therein expressed.

Witness my hand and official seal this FIRST day of  
MARCH, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires:




CERTIFICATE DESIGNATING 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 SWAN GROUP INC. desiring to  
organize under the Laws of the State of Florida with its  
principal offices as indicated in the Articles of Incorporation,  
in the City of BOCA RATON, County of PALM BEACH,  
State of Florida, has named JACQUES HORN, located at  
C/O COMPUKEEPER 1580 NW 2ND AVE. #1 BOCA RATON, FL 33432  
as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the  
above stated corporation, at the place designated in this  
certificate, I hereby accept to act in this capacity, and agree  
to comply with the provisions of said Act relative to keeping  
open said office.

BY:   
JACQUES HORN, RESIDENT AGENT

9711-5 111:59  
STATE  
OFFICE