

P97000022378

FERNAND LAMOTHE

Comptables Agréés / Chartered Accountants

Fernand Lamothe, C.A.
Gladysse Dumont, C.A.
Alain Bélanger, C.A.

Llue Raza, C.G.A.
Marie-Hélène Lambert,
C.G.A.

03/10/97

DEPT. OF STATE
DRV. CORP.

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PLEASE SEND ME back by
FEDEX the both CORP.
soon as possible.

Thank you

Fernand Lamothe C.A.

FILED
97 MAR 12 AM 11:50
SEC. DEPT. OF STATE
TALLAHASSEE, FLORIDA

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Floride, 33316
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REPRÉSENTÉ A NEW YORK PAR

LÉON CONSTANTIN & CO.
Certified Public Accountants
New York, NY, 10022

B. REG:

MAR 12 1997.

ARTICLES OF INCORPORATION
OF
GODIN STUDIO (USA) INC.

FILED
97 MAR 12 AM 11:50
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 " GODIN STUDIO (USA) INC.".

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is
4290 Oak Circle, Boynton Beach, Florida, 33431.

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: Fernand Lamothe, 721 S.E 17Th Street, Fort Lauderdale, Florida 33316.

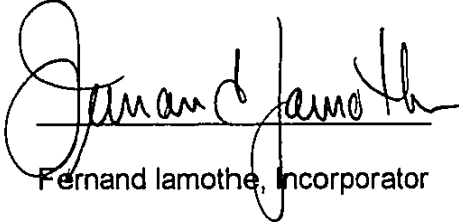
ARTICLE VI INCORPORATOR

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

Fernand Lamothe
721 S.E 17Th Street.
Fort Lauderdale, Florida 33316

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 Director Rosario Godin will be President and secretary, he live at 4290 Oak Circle, Boynton Beach, Florida, 33316.

The undersigned has executed these Articles of Incorporation this 10Th day of March, 1997.



Fernand lamothe, Incorporator

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: March 10Th, 1997.


FERNAND LAMOTHE
Registered Agent

FILED
97 MAR 12 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA