

3/27/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 07245003235

CONTACT: RAY STORMONT

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NAME: EGFI (U.S.), INC.

AUDIT NUMBER.....H97000005106

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

EGFI (U.S.), INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

EGFI (U.S.), INC.

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ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq., FB# 0008222

121 N. Osceola Ave., Ste. 312, Clearwater, FL 34615, (813)461-7754

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Ido Fischler - 100 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$500.00.

ARTICLE SIX

The corporation shall have the following Directors:

Ido Fischler - Director

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

500 N. Osceola Avenue, #208

Clearwater, Florida 34615

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ARTICLE EIGHT

The officers of the corporation shall be:

**PRESIDENT; VICE-PRESIDENT
TREASURER; SECRETARY :**

Ido Fischler

ARTICLE NINE

Any profits earned by the corporation shall be divided among the stockholders on a prorated basis according to each stockholder's earnings.

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

May-Wong Chou, Esq.

121 N. Osceola Avenue, Ste. 312

Clearwater, Florida 34615

ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

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ARTICLE TWELVE

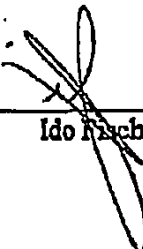
In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

ARTICLE THIRTEEN

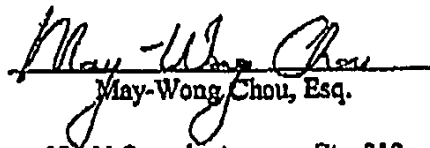
The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

Ido Fischler - 500 N. Osceola Avenue, #208, Clearwater, FL 34615

IN WITNESS WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 26 day of March, 1997.


Ido Fischler

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, MAY WONG CHOU, ESQ., hereby accept designation as Registered Agent on this 26 day of March, 1997.


May-Wong Chou, Esq.

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Clearwater, Florida 34615

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