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ADMITTED IN FLORIDA, NEW YORK, AND THE  
DISTRICT OF COLUMBIA

April 2, 1997

OF COUNSEL

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Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fla. 32314

Re: ENERJOYTICS  
Our File No. 2173.004

9000021 99088-1  
-04/10/97-01048-018  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Acceptance by the Registered Agent relative to the above cited company together with our check in the amount of \$122.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of incorporation.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,



Thomas Baur

TB/hb  
encl.

P. CHAMBERLAIN

APR 11 1997

**ARTICLES OF INCORPORATION  
OF  
ENERJOYTICS CORPORATION**

FILED  
97 APR 10 AM 9:14  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**ENERJOYTICS CORPORATION**

The initial principal place of business of this corporation shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

**ARTICLE II. NATURE OF BUSINESS**

This 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 III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1500 shares of common stock having \$1 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 100 N.

Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Thomas Baur.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

This corporation shall have three directors, initially. The name and street address of the initial members of the Board of Directors is:

Ulf-Tassilo Muench	Koeniginstrasse 83 D-80538 Munich Germany
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Markus Schliesing	Rheinstrasse 91 D-47798 Krefeld Germany
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Christian Sosnowski	Cantadorstr. 16 D-40211 Duesseldorf Germany
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#### ARTICLE VII. INCORPORATOR

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

Thomas Baur  
100 N. Biscayne Blvd.  
21st Floor New World Tower  
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



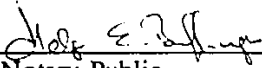
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Thomas Baur  
Incorporator

STATE OF FLORIDA   )  
                              ) SS  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, on this 2nd day of April, 1997, personally appeared Thomas Baur, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
\_\_\_\_\_  
Notary Public


My commission expires:

**ENERJOYTICS CORPORATION**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, THOMAS BAUR, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 2 day of April, 1997.

  
\_\_\_\_\_  
Thomas Baur

FILED  
97 APR 10 AM 9:14  
TALLAHASSEE, FLORIDA