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ACCOUNT NO. : 072100000032

REFERENCE : 421321 128993A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Payette

RECEIVED
JUN 9 1997
DIVISION OF CORPORATION

ORDER DATE : June 9, 1997

ORDER TIME : 12:35 PM

ORDER NO. : 421321-005

CUSTOMER NO: 128993A

400002206014--5

CUSTOMER: Mr. Jerome L. Henin
I.P.I. OF CENTRAL FLORIDA, INC

Suite 202
933 Lee Road
Orlando, FL 32810

DOMESTIC FILING

NAME: MATTHIS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

RECEIVED
97 JUN -9 PM 2:00
DIVISION OF CORPORATION

4

JUN -9 1997

ARTICLES OF INCORPORATION
OF
MATTHIS, INC.

FILED
07 JUL -3 PM 3:21
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE 1

Name

The name of the Corporation shall be MATTHIS, Inc.

ARTICLE 2

Principal office

The principal office of the corporation is located at 933 Lee road, Suite 402, Florida 32810, and its mailing address is the same.

ARTICLE 3

Corporate Purposes, Power and Rights

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

ARTICLE 4

Duration of the corporation

Existence of the corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the corporation shall exist perpetually unless dissolved according to law.

ARTICLE 5

Authorized Stock

The total number of shares of capital stock which the corporation has the authority to issue is 10,000 shares of common stock, with a \$1.00 par value per share.

ARTICLE 6

Registered Office and Registered Agent

The street address of the initial registered office of the corporation in the State of Florida shall be: 933 Lee Road, Suite 402, Orlando, FL 32810. The name of the initial registered agent of the corporation at the registered office shall be Jerome L. Henin.

ARTICLE 7

Initial board of directors

The initial board of directors shall consist of one (1) director. The name and address of the person who shall serve as director of the corporation until the first meeting of shareholders is:

Name:

Olivier Romain

Address:

8 Avenue Jean Laigret
41000 Blois
France

ARTICLE 8

Incorporator

The name and address of the incorporator of the corporation is:

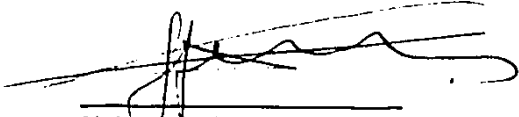
Name:

Jérôme Henin

Address:

933 Lee road, Suite 402
Orlando, Fl 32810

Executed this 30th day of May 1997


Jérôme Henin, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Jerome Henin, Registered Agent

Date: June 1 1997

ALLIANCE FLORIDA
913-9 PM 3:21