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97 JUN 23 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Lionel Roux Enterprises (U.S.A.), Inc.

Empire Toll Free: 1-800-432-3028

97 JUN 23 AM 10:15
RECEIVED

- Profit NonProfit Amendment Merger
- Foreign Dissolution Mark
- Limited Partnership Annual Report Other
- Reinstatement Reservation Change of Registered Agent
- Certified Copy Photo Copies Certificate Under Seal
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K.R. JUN 23

ARTICLES OF INCORPORATION
of
LIONEL ROUX ENTERPRISES (U.S.A.), INC.

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Article I.

Name

The name of the Corporation is Lionel Roux Enterprises (U.S.A.), Inc.

Article II.

Duration

The term of existence of the Corporation is perpetual.

Article III.

Purposes and Powers

This Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

Article IV.

Capital Stock

This Corporation is authorized to issue 10,000 shares of common stock with no par value.

Article V.

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation are 777 South Flagler Drive, Suite 800 West, West Palm Beach, FL 33401.

Article VI.

Registered Office

The street address of the initial registered office of the Corporation is 777 South Flagler Drive, Suite 800, West Palm Beach, FL 33401, and the name of the registered agent at that address is James A. Stuber.

Article VII.

Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be fewer than one. The name and address of the initial director of this Corporation are:

Jean Paul Roux
Le Petit Bletenay
38790 DIEMOZ
France

Article VIII.

Incorporator

The name and address of the incorporator of this Corporation are as follows:

James A. Stuber, Attorney at Law
777 South Flagler Drive
Suite 800 West
West Palm Beach, FL 33401

Article IX.

Bylaws

The Bylaws of this Corporation are to be made and adopted by the Board of Directors, and may be amended by the Board of Directors as provided therein.

Article X.

Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article XI.

Indemnification and Civil Liability

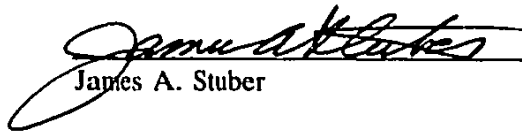
The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law.

Article XII.

Commencement of Existence

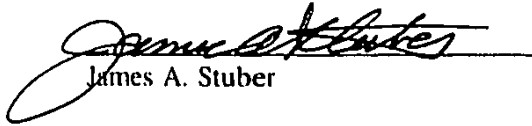
The Corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles on June 18, 1997.

 _____, Incorporator
James A. Stuber

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT

Having been named in the Articles of Lionel Roux Enterprises (U.S.A.), Inc., as registered agent for such corporation at the address indicated in the articles of incorporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James A. Stuber

June 18, 1997
Date

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