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KRAMER GREEN ZUCKERMAN & KAHN P.A. FAX #: 954981-805

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((H97000016002 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

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NAME: NOUNOU ELYSEES, INC.

AUDIT NUMBER.....H97000016002

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

CERT. OF STATUS..0 PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NOUNOU ELYSÉES, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is NOUNOU ELYSÉES, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is c/o Bridgette Billon, 223 South 17th Avenue, Apt. 6, Hollywood, Florida 33020.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Blvd.,
Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

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ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1). The name and address of the initial director of this corporation is:

Brigitte Billon
223 South 17th Avenue
Apt. 6
Hollywood, FL 33020

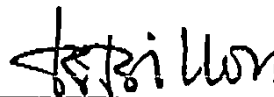
ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Brigitte Billon
223 South 17th Avenue
Apt. 6
Hollywood, FL 33020

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16th day of September, 1997.



BRIGITTE BILLON
Initial Director/Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is
submitted:

FIRST - - That NOUNOU ELYSÉES, INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at 223 South 17th Avenue,
City of Hollywood, State of Florida, has named Mitchell F. Green, located at 4000
Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to
accept service of process within the State of Florida.

SIGNATURE: 

BRIGITTE BILLON

TITLE: Incorporator

DATE: 16.9.1997

Having been named to accept service of process for the above-stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

SIGNATURE: MITCHELL F. GREEN
Registered AgentDATE: September 16, 1997