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Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

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-11/13/97--01042--010
*****70.00 *****70.00

Re: Incorporation of Skye Products, Inc.

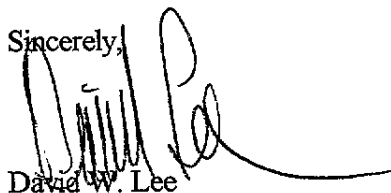
Dear Sir/Madam:

The Incorporator, Mr. Gaet Tyranski, has retained me to handle the incorporation legal work in the formation of the Skye Products, Inc., a Florida corporation. Enclosed please find Articles of Incorporation for the above corporation along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Enclosed is also a copy of the Articles of Incorporation. Please return this to my office with the filing date stamped on it.

Thank you for your time and attention to this matter.

Sincerely,



David W. Lee

Enclosures:

The original and a photocopy of the Article of Incorporation; \$70.00 personal checks for the fees required.

FILED
97 NOV 13 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 11/17/97

ARTICLE OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Skye Products, Inc.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of distributing products in Europe;
2. To transact any other lawful business for which corporations may be incorporated under the Florida General corporation Act and engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100,000,000. Such shares shall be of a single class, and shall have a par value of \$0.01 per share.

FILED
97 NOV 13 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11400 4th Street North, Suite #1307, St. Petersburg, Florida 33716, and the name of its initial registered agent at such address, is Gaet Tyranski.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Gaet Tyranski	11400 4 th Street North, Suite #1307, St. Petersburg, Florida 33716

The number of directors may be raised or lowered by amendment of the bylaws of the corporation, or shareholder's resolution, but shall in no case be less than one.

ARTICLE SEVEN

PRINCIPAL OFFICE

The principal office of the Corporation shall be 11400 4th Street North, Suite #1307, St. Petersburg, Florida 33716.

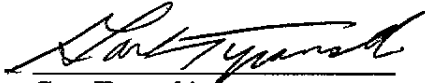
ARTICLE EIGHT

INCORPORATORS

The name and address of incorporator is:

Name	Address
Gaet Tyranski	11400 4 th Street North, Suite #1307, St. Petersburg, Florida 33716

Executed by the undersigned at 10033 9th St .N., #106, St. Petersburg, Florida 33716.


Gaet Tyranski
Incorporator

Date 11/11/97

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 am familiar with and accept the obligations of my position as registered agent.

Dated 11/11/97


Gaet Tyranski
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA