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FLORIDA DIVISION OF CORPORATIONS

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FROM: FERNAND LAMOTHE, INC.
105057001570

ACCT#:

CONTACT: FERNAND LAMOTHE
PHONE: (954) 768-9548
(954) 768-9775

FAX #:

NAME: PHOENIX ENTERPRISES OF USA, INC.

AUDIT NUMBER.....H97000019945

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

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ARTICLES OF INCORPORATION

OF

PHOENIX ENTERPRISES OF USA, INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be " Phoenix Enterprises of USA, Inc."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 11251 S.W. 12th Street, Fort Lauderdale, Florida 33315

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The 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.

Fernand Lamothe
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 768-9548

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe,
721 S.E 17Th Street, Fort Lauderdale, Florida 33316.

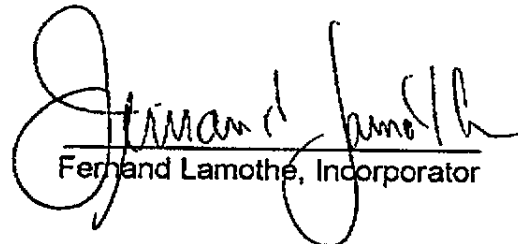
ARTICLE VI INCORPORATOR

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

Fernand Lamothe
721 S.E 17Th Street.
Fort Lauderdale, Florida 33316

The Corporation shall have one (1) director initially. The number of directors
may be either increased or decreased from time to time as provided in the Bylaws
of the Corporation, but shall never be less than one (1). The name and address of
the initial Director is Michèle Garreau, 11251 SW 12th Street, Fort Lauderdale,
Florida 33315 as President.

The undersigned has executed these Articles of Incorporation this 03rd days
of December, 1997.


Fernand Lamothe, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: December 03rd, 1997


FERNAND LAMOTHE
Registered Agent

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