

GILES & ROBINSON, P. A.  
ATTORNEYS AT LAW

390 N. ORANGE AVENUE  
SUITE 800  
P.O. BOX 2631  
ORLANDO, FLORIDA 32802

TELEPHONE  
(407) 425-3591  
FACSIMILE  
(407) 341-8111

December 15, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

000002374490--7  
-12/17/97--01035--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Magic Touch Worldwide, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$122.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$122.50

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.

John J. Reid

JJR/ab  
enclosures  
cc: Jean Claude Abecassis

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 17 PM 12:19

FILED

12/17/97  
12/17/97

ARTICLES OF INCORPORATION  
OF  
MAGIC TOUCH WORLDWIDE, INC.

97 DEC 17 PM 12:19  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I  
Name

The name of this corporation is: Magic Touch Worldwide, Inc.

ARTICLE II  
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 7380 Sand Lake Road, Ste. 500, Orlando, FL 32819 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III  
Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV  
Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V  
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock, having a par value of \$.001 per share.

ARTICLE VI  
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John J. Reid. The street address of the initial registered office of this corporation, which is identical with the business office of

the registered agent, is 390 N. Orange Avenue, Ste. 800, Orlando, Florida 32801.

ARTICLE VII  
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII  
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

<u>Name</u>	<u>Address</u>
Jean Claude F. Abecassis	1750 Enterprise Way, Ste. 105 Marietta, GA 30067
Charles G. LeGuide	31, rue de Lubeck Paris, France 75016
Olivier Coutrix	5 rue Scribe Paris, France 75009

ARTICLE IX  
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X  
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator(s) executed these Articles of Incorporation this 15<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
John J. Reid, Incorporator

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

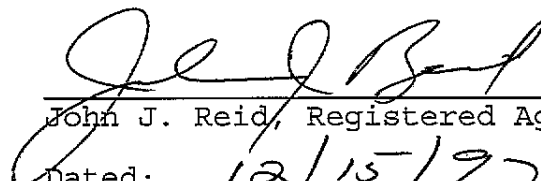
In compliance with Chapter 607.0501, Florida Statutes,  
the following is submitted:

That Magic Touch Worldwide, Inc., desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at City of Orlando, State of Florida, has named  
John J. Reid located at 390 N. Orange Ave., Ste. 800, City of  
Orlando, State of Florida as its agent to accept service of process  
within Florida.

The street address of the registered office and the  
street address of the business of the registered agent are  
identical.

  
\_\_\_\_\_  
John J. Reid, Incorporator  
Dated: 12/15/97

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.

  
\_\_\_\_\_  
John J. Reid, Registered Agent  
Dated: 12/15/97

FILED  
97 DEC 17 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA