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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: DENIS GAUTHIER
073542003667

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CONTACT: DENIS GAUTHIER

PHONE: (954)925-0435

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(954)925-0185

NAME: MIRALIS USA DISTRIBUTOR INC.

AUDIT NUMBER.....H98000004841

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

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PAGES..... 3

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ARTICLES OF INCORPORATION
OF
MIRALIS USA DISTRIBUTOR INC.

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: MIRALIS USA DISTRIBUTOR INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:
2061 SW. 70TH AVENUE
DAVIE, FL 33317

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: ROGER THURSTON
2061 SW. 70TH AVENUE
DAVIE, FL 33317

Which is also known as the registered office.

ROGER THURSTON
499 E. Sheridan st.# 202
Dania FL33004
TEL 954-9250435

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TALLAHASSEE FLORIDA

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ARTICLE VII. DIRECTORS

The Corporation shall have Two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

ROGER THURSTON
2061 SW. 70TH AVENUE
DAVIE, FL 33317

JEAN-LOUIS ST-JEAN
2061 SW. 70TH AVENUE
DAVIE, FL 33317

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are.:

ROGER THURSTON
2061 70TH AVENUE
DAVIE, FL 33317

JEAN-LOUIS ST-JEAN
2061 70TH AVENUE
DAVIE, FL 33317

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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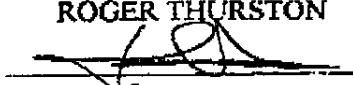
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IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 11TH day of MARCH 1998

STATE OF FLORIDA)
:SS
COUNTY OF BROWARD)


Incorporator

ROGER THURSTON


Incorporator
JEAN-LOUIS ST-JEAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:
ROGER THURSTON & JEAN-LOUIS ST-JEAN
known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 11TH day of MARCH 1998

My Commission Expires:


Notary Public, State of Florida at large.



DENIS GAUTHIER
COMMISSION # CC 640447
EXPIRES JUN 24, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

I ROGER THURSTON by execution hereof, accept the designation as Registered Agent of this Corporation


ROGER THURSTON