

LAW OFFICE
ROBERT R. EDWARDS, P.A.
621 SOUTH FEDERAL HIGHWAY
SUITE 6
FORT LAUDERDALE, FL 33301
TEL. (954) 764-7772

P98000024359

March 6, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: **Anna Pegova USA, Inc.**

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50.

FROM: Robert R. Edwards, P.A.
621 South Federal Hwy.
Suite 6
Ft. Lauderdale, FL 33301
(954) 764-7772

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/16/98*

**ARTICLES OF INCORPORATION
OF**

**Anna Pegova USA, Inc.
(A FLORIDA CORPORATION)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

Article I – NAME

The name and principal place of business of the Corporation is:

Anna Pegova USA, Inc.
5230 Northeast 26th Ave.
Ft. Lauderdale, FL 33308.

Article II – PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

Article III - CAPITAL STOCK

The Corporation is authorized to issue Fifty Thousand shares of One-Dollar par value Common Stock.

Article IV – INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the initial registered agent and office of the Corporation is Robert R. Edwards, 621 South Federal Highway, Suite 6, Fort Lauderdale, FL 33301.

**Article V – INITIAL BOARD OF DIRECTORS AND
CORPORATE OFFICERS**

The Corporation shall initially have three directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and addresses of the initial directors of the Corporation and their respective offices are:

Rania M. Sabbagh
5230 N.E. 26th Ave.
Ft. Lauderdale, FL 33308
President

Nicalau D. Hanna
c/o Robert R. Edwards, P.A.
621 So. Federal Hwy., #6
Ft. Lauderdale, FL 33301
Vice President

Malek Sabbagh
5230 N.E. 26th Ave.
Ft. Lauderdale, FL 33308
Secretary – Treasurer

Article VI – INCORPORATORS

The name and address of each incorporator is:

Rania M. Sabbagh
5230 N.E. 26th Ave.
Ft. Lauderdale, FL 33308

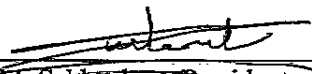
Nicolas T.A. Hanna
c/o Robert R. Edwards, P.A.
621 So. Federal Hwy., #6
Ft. Lauderdale, FL 33301

Malek Sabbagh
5230 N.E. 26th Ave.
Ft. Lauderdale, FL 33308

Article VII – AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 09 day of March, 1998.


Rania M. Sabbagh, as President and
Director

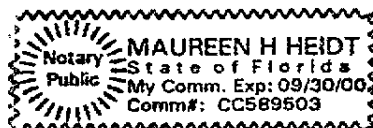
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9th day of March, 1998, by Rania M. Sabbagh, who is personally known to me or who produced FL DL 5120-733-60-622-8 as identification and who did take an oath.


Notary Public

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Anna Pegova USA, Inc.
2. The name and address of the registered agent and office is:

Robert R. Edwards, Esq.
Robert R. Edwards, P.A.
621 South Federal Hwy.
Suite 6
Ft. Lauderdale, FL 33301

SIGNATURE _____

NAME: RANIA M. SABBAGH

TITLE: President/Director

DATE 3/9/98

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE 3/6/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA