

P98000028129

TRANSMITTAL LETTER

Date: March 23, 1998

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

500002467795--2
-03/25/98--01034--016
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for **EDELWEISS OF USA INC.** along with a check in the amount of \$ 70.00 for filing fee and designation of registered agent.

We are enclosing a copy of the ARTICLES and respectfully request that you stamp it and return it to us.

Please mail the REGISTRATION LETTER and stamped copy of ARTICLES to:

**Michael D. Pasek
c/o Tax Centers, Inc.
4851 85th Avenue
Pinellas Park, FL 33781**

Thank you.

FILED
98 MAR 25 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

FILED
98 MAR 25 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: **EDELWEISS OF USA INC.**
2. The principal place of business and mailing address of the corporation is: 4021 Glissade Dr., New Port Richey, FL 34652
3. The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$ 0.10.
4. The registered agent of the corporation is Michael D. Pasek and the registered address is: 4851 85th Avenue, Pinellas Park, FL 33781.
5. The initial Board of Directors shall have two members whose names and addresses are as follows:
Peter M. Mateja, 4021 Glissade Dr., New Port Richey, FL 34652
Michal Krzeminski, 6820 Shady Acres Blvd., New Port Richey, FL 34653

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

6. The incorporator of this corporation is Peter M. Mateja whose address is 4021 Glissade Dr., New Port Richey, FL 34652

Dated 3/23/98

Peter Mateja
Incorporator

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 3/23/98

Michael Pasek
Registered Agent