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P980000033261

April 7, 1998

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

600002484996--4
-04/10/98--01060--013
****122.50 ****122.50

Re: Magic Impact International, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 2:14

RP
04-10-98

ARTICLES OF INCORPORATION

OF

MAGIC IMPACT INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 10 PM 2:14

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 Impact International, Inc.

ARTICLE II
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 7380 Sandlake Road, Ste. 500, Orlando, Florida 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 100,000 shares of common stock, having a par value of \$.01 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 Ave., Ste. 800, Orlando, FL 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 Abecassis	10, avenue de la Grande Armee 75017 - Paris France
Martin Bressler	10, avenue de la Grande Armee 75017 - Paris France

ARTICLE IX
Incorporators

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.

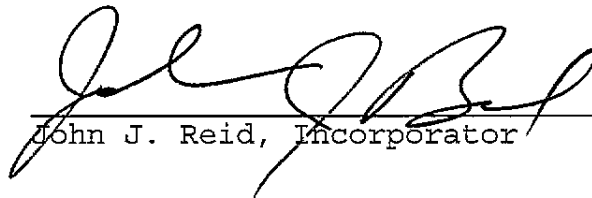
ARTICLE XI
Indemnification

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 _____ day of _____, 1998.




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:

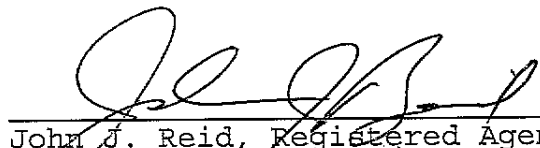
That Magic Impact International, Inc., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at City of Orlando, State of
Florida, has named John J. Reid located at 390 N. Orange Avenue,
Ste. 800, City of Orlando, State of Florida as its agent to 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: 4/8/98

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: 4/8/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 2:14