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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: COTE FRANCE GROUP, INC.

AUDIT NUMBER.....H98000007444

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State

April 21, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: COTE FRANCE GROUP, INC.
 REF: W98000008819

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
 Document Specialist

FAX Aud. #: E98000007444
 Letter Number: 698A00021277

ARTICLES OF INCORPORATION
OF
COTE FRANCE GROUP, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act, and hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be COTE FRANCE GROUP, INC.

ARTICLE II

CORPORATE DOMICILE

The principal corporate domicile shall be 990 S. Rogers Circle, #5; Boca Raton, Fla., 33487

ARTICLE III

NATURE OF BUSINESS

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To do all such activities and engage in all such transactions as are necessary to operate a service business.
2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

This document prepared by:

John S. Van der Lyn, C.P.A.
4000 N. Fed. Hwy., #207
Boca Raton, Fla., 33431
phone (561) 391-3883

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TALLAHASSEE, FLORIDA

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ARTICLE IV

CAPITAL STOCK

1. The aggregate number of shares which the Corporation is authorized to issue is: ONE THOUSAND (1,000). Said shares shall be authorized as common stock and shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

2. All of said stock shall be paid for in cash, patents, stocks, notes, accounts, claims, real estate or other property but not for labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of Pascal Zay whose address is 2200 N.W. 59th Street; Boca Raton, Fla., 33496, Cynthia Pedrosa whose address is 2200 N.W. 59th Street; Boca Raton, Fla., 33496, and Jacques Horn whose address is 851 N.E. 69th Street; Boca Raton, Fla., 33487

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Pascal Zay whose address is 2200 N.W. 59th Street; Boca Raton, Fla., 33496

ARTICLE VIII

INITIAL REGISTERED AGENT

AND OFFICE OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 4000 N. Federal Hwy. #207, Boca Raton, Fl. 33431

ARTICLE IX

SHAREHOLDER'S MANAGEMENT POWERS

All corporate powers shall be exercised by or under the authority of, and business affairs of the Corporation shall be managed under the direction of the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, the undersigned incorporator has executed these Articles of Incorporation this 14th day of April, 1998.

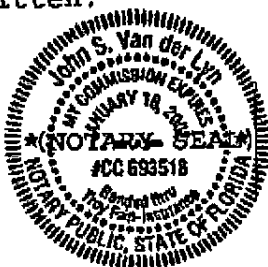
Pascal Zay

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 14th day of April, 1998, personally appeared before me, Pascal Zay, who acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.



John S. Van der Lijde
Notary Public

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

Pursuant to Chapter 48.091, Florida Statutes, the following
is set forth in compliance with said statute:

First: that COTE FRANCE GROUP, INC. desiring to organize
under the Laws of the State of Florida with its principal office
as set forth in the Articles of Incorporation, and has named John
S. Van der Lyn of 4000 N. Federal Highway, Suite #207; Boca
Raton, Fla., 33431 as it's Agent to Accept Service of Process for
the Corporation within the State of Florida.

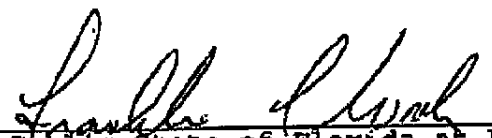
Second: Having been named to Accept Service of Process for
the above-named Corporation at the place designated in this
certification, I hereby accept to act in this capacity and agree
to comply with the provisions of the above Statute relative to
keeping open said office.


John S. Van der Lyn
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 14th day of
April, 1998, A.D.


Notary Public, State of Florida at Large



Franklin C. Wood
MY COMMISSION # 00468569 EXPIRES
October 15, 1999
BONDED TOGETHER WITH FARM INSURANCE, INC.

(NOTARY SEAL)

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