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WHISENAND & TURNER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 602
501 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 2:12
wtgroup@worldnet.att.net

TEL (305) 375-8484
FAX (305) 374-2919

April 23, 1998

Via UPS

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

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-04/24/98--01080--009
*****70.00 *****70.00

Re: YF International Production, Inc.
Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the original Articles of Incorporation ("Articles") for YF International Production, Inc. and a check for US\$70 (US\$35 for the incorporation fee and US\$35 for the registered agent fee) payable to the Florida Department of State. Please transmit a certification of incorporation after filing these Articles in the enclosed pre-paid envelope.

If you have any questions, please do not hesitate to contact our office.

Sincerely,



Jonathan Louis
Legal Assistant

Enclosures

D. BROWN APR 27 1998

**ARTICLES OF INCORPORATION
OF
YF INTERNATIONAL PRODUCTION, INC.**

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ARTICLE I - Name

The name of the corporation is YF International Production Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III - Capital Stock

The par value thereof and the characteristics of such stock shall be as follows:

- (a) Number of shares authorized is 1,000.
- (b) Par value per share is .01.
- (c) Class of stock is common.

**ARTICLE IV - Initial Registered
Office and Agent**

The Corporation's principal and mailing address in the State of Florida, County of Dade, is 501 Brickell Key Drive, Suite 602, Miami, Florida 33131. The Corporation's Registered Agent is National Registered Agents, Inc. and its address is 501 Brickell Key Drive, Suite 602, Miami, Florida 33131.

ARTICLE V - Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting in the initial Board of Directors is one, and the name and address of such member of the Board of Directors, who is to serve as the corporation's director until their successors are duly elected and qualified, are:

Director

Yannick Henriette

Philippe Nervegna

Address

501 Brickell Key Drive, Suite 602
Miami, FL 33131

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ARTICLE VI - Incorporators

The name of the incorporator is Jonathan Louis, and the address of the incorporator is c/o Whisenand & Turner, P.A., 501 Brickell Key Drive, Suite 602, Miami, Florida 33131.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by Florida law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purposes of forming a corporation, pursuant to the Florida General Corporation Act with the State of Florida, has signed these Articles of Incorporation this 23 day of April, 1998.



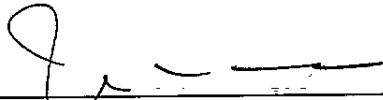
Jonathan Louis
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named the registered agent of YF International Production, Inc. hereby accepts the obligations and accepts the obligation as provided in the Florida General Corporation Act.

Dated this 23 day of April, 1998.

NATIONAL REGISTERED AGENTS, INC.

By: 

James D. Whisenand

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