

P98000041404



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 808573 4301772

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ ~~122.50~~ 172.50

per Brenda Phillips

ORDER DATE : May 6, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 808573-005

CUSTOMER NO: 4301772

400002513624--9

CUSTOMER: Ms. Angelika Haritos
PAVIA & HARCOURT

600 Madison Av.
12th Fl.
New York, NY 10022

DOMESTIC FILING

NAME: LYNCHPIN ENTERPRISES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

524
W98-10244

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:30

RECEIVED
98 MAY 6 PM 1:09
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

98 MAY -7 AM 11:23
DIVISION OF CORPORATION

May 6, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: LYNCHPIN ENTERPRISES INC.
Ref. Number: W98000010244

RESUBMIT

Please give original
submission date as file date

We have received your document for LYNCHPIN ENTERPRISES INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The filing fee for a Certificate of Domestication is \$172.50.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 298A00024957

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DIVISION OF CORPORATIONS
98 MAY -6 PM 12:30

CERTIFICATE OF DOMESTICATION

OF

LYNCHPIN ENTERPRISES INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:30

The undersigned, Anthony T. Yeh, Assistant Secretary of LYNCHPIN ENTERPRISES INC. a non U.S. Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which the corporation was first formed on
January 12, 1998.
2. The jurisdiction where the above named corporation was formed, incorporated or otherwise came into being was The Territory of The British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was LYNCHPIN ENTERPRISES INC.
4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to ss. 607.0401 and 607-0202 with this certificate is LYNCHPIN ENTERPRISES INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was The Territory of the British Virgin Islands.

I am Assistant Secretary, of LYNCHPIN ENTERPRISES INC. am authorized to sign this certificate of domestication on behalf of the corporation and have done so this the 1st day of May, 1998.


Anthony T. Yeh, Assistant Secretary

ARTICLES OF INCORPORATION

OF

LYNCHPIN ENTERPRISES INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:30

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is LYNCHPIN ENTERPRISES INC.

SECOND: The address, wherever located, of the principal office of the Corporation, if know, is c/o Pavia & Harcourt, 600 Madison Avenue, New York, New York 10022.

THIRD: The mailing address, wherever located, of the Corporation is c/o Pavia & Harcourt, 600 Madison Avenue, New York, New York 10022.

FOURTH: The number of shares that the Corporation is authorized to issue is Two Hundred (200), all of which are without par value and are of the same class and are to be common shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator is:

Name: Anthony T. Yeh
Address: c/o Pavia & Harcourt
600 Madison Avenue
New York, New York 10022

SEVENTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of

the Corporation that the Corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds securities, or obligations of the Corporation that are convertible into or exchangeable for, or that carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors to such individual and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:


To have all of the general powers granted to Corporations organized under the Florida Business corporation Act, whether granted by specific statutory authority or by construction of law.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or converted by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to that those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity which holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on May 4, 1998

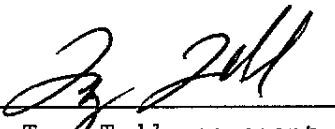


Anthony T. Yeh, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:30

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

Corporation Service Company

By: 
Troy Todd, as agent
Dated: 5-6-98