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BRIAN R. LOE

Attorney at Law

3074 West Lake Mary Boulevard #136
Lake Mary, Florida 32746
(407) 323-6128

May 1, 1998

FILED
98 MAY 11 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 327
Tallahassee, Florida 32314

RE: Lupita International, Inc.

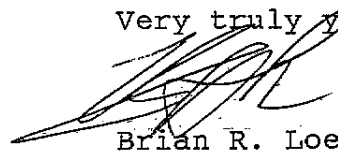
TO WHOM IT MAY CONCERN;

Enclosed are the Articles of Incorporation for **LUPITA INTERNATIONAL, INC.** and the Certificate of Registered Agent. I will need a certificate of status for this corporation. I have enclosed a check for Seventy Eight Dollars and Seventy-Five Cents (\$78.75) drawn upon my trust account payable to the Secretary of State in payment of your fee for filing the articles, filing the designation and, a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Very truly yours,



Brian R. Loe

BRL:McC

Enclosures:

Check \$78.75
Articles of Incorporation
Certificate of Registered Agent

000002518580--2
-05/11/98-01063-014
*****78.75 *****78.75

F. CHESSEY MAY 13 1998

* ARTICLES OF INCORPORATION *
for
* LUPITA INTERNATIONAL, INC. *

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TALLAHASSEE
SECRETARY OF STATE

In compliance with the requirements of F.S. Chapter 607, the undersigned, JOHN MILLONIG, being a natural person, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business Corporation.

ARTICLE I

The name of the Corporation is **LUPITA INTERNATIONAL, INC.**

ARTICLE II

The existence of the Corporation shall begin upon the filing and acceptance of these articles by the Secretary of State of the sovereign State of Florida.

ARTICLE III

The street address of the initial principal office of the corporation is located at 37 Skyline Drive, #4301, Lake Mary FL 32746. The initial mailing address of the Corporation is also 37 Skyline Drive, #4301, Lake Mary FL 32746.

ARTICLE IV

The maximum number of shares of stock that this company is authorized to issue and have outstanding at any one time is 10,000,000 shares of voting common stock having no par value. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3074 West Lake Mary Blvd, #136 Lake Mary FL 32746. The initial registered agent for the Corporation at that address is BRIAN R. LOE. The board of directors may move the registered office and change the registered agent from time to time as it deems appropriate.

ARTICLE VI

The Corporation shall have seven directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the shareholders but shall never be less than one.

ARTICLE VII

The names of the initial directors of this Corporation and their addresses are:

ROBERT LAVEZZO
1704 Hollis Drive,
Orlando FL 32822

STEPHEN ANDERSON
109 Rockingham Ct
Longwood FL 32779

JOHN MILLONIG
393 W Lakeview Ave.
Lake Mary Fl 32746

DAVID NORMAN
1742 Fifeshire Ct
Longwood FL 32779

RODNEY RODMAN

VICTOR NORMAN

LESLIE HOPKINS

The persons named as initial directors shall hold office until their successors have been elected or appointed and qualified.

ARTICLE VIII

The name and address of the person signing these articles as Incorporator is JOHN MILLONIG, 393 West Lakeview Avenue, Lake Mary FL 32746.

ARTICLE IX

The Corporation may indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE X


These articles may be amended as provided by Florida Law. Additionally, these articles may be amended by a written statement signed by all of the directors and all of the shareholders manifesting their intent that a certain amendment of these articles be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 27th day of April, 1998.


JOHN MILLONIG
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, personally appeared JOHN MILLONIG, who provided identification in the form of a Florida Drivers License, is also personally known to me and signed the foregoing Articles of Incorporation, and acknowledged before me as well that he subscribed to these Articles of Incorporation on the 27th day of April, 1998.

 Carolyn J McCarthy
My Commission CC663286
Expires July 27, 2001


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT WITHIN THIS STATE**

LUPITA INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Seminole County, Florida has named BRIAN R. LOE as its agent to accept service of process within this state at a registered office address of 3074 West Lake Mary Blvd., #136 Lake Mary FL 32746.

By: *John Millonig*
JOHN MILLONIG, Incorporator

4-27-98
DATED: April 27, 1998

ACKNOWLEDGMENT

Having been named to accept service of process for LUPITA INTERNATIONAL, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

By: *Brian R. Loe*
BRIAN R. LOE
Attorney at Law
Fla. Bar # 722560
3074 W. Lake Mary Blvd. #136
Lake Mary FL 32746
407 323-6128

4-27-98
DATED: April 27, 1998

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