

P98000070354
FINLEY & ASSOCIATES, P.A.
ATTORNEYS AT LAW

710 WASHINGTON AVE, SUITE 5
MIAMI BEACH, FL 33139
TELEPHONE: (305) 532-0622 FAX: (305) 532-2321

CHANDLER R. FINLEY, ESQ.

ADMITTED TO FLORIDA BAR
ADMITTED TO U.S. DIST. CT. SO. FL
AMERICAN IMMIGRATION LAWYER ASSOCIATION
FEDERAL BAR ASSOCIATION
INTERNATIONAL BAR ASSOCIATION

THE IMMIGRATION OFFICE

CORRESPONDENT OFFICES:
BRUSSELS
LONDON
PARIS • ROME
TORONTO

August 4, 1998

Via Certified Mail Z 432 536 252
Return Receipt Requested

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

000002612170--7
-08/10/98--01116-014
*****78.75 *****78.75

Re: ARTICLES OF INCORPORATION FOR FELIMA, INC.

Dear Sir/Madam:

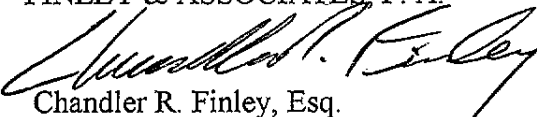
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Upon filing, please return the "stamped" copy of the Articles of Incorporation to this office.

Our check in the amount of \$78.75 is enclosed for payment of the filing fees.

Your prompt attention to this matter is appreciated.

Sincerely,

FINLEY & ASSOCIATES, P. A.

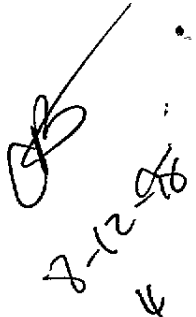

Chandler R. Finley, Esq.

CRF/EGL

Enclosure

C: FELIMA, INC.

FILED
98 AUG 10 PM 1:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA


8-12-98

ARTICLES OF INCORPORATION

OF

FELIMA, INC.

Article I Name

The name of this corporation is Felima, Inc.

Article II Principal Office Address

The principal office of the Corporation is located at: 710 Washington Avenue, Suite #5, Miami Beach, Florida 33139.

Article III Capitol Stock

This corporation is authorized to issue 1,000 shares of common stock with no par value.

Article IV Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 710 Washington Avenue, Suite #5, Miami Beach, Florida, 33139 and the name of the initial registered agent of this corporation at that office is Chandler R. Finley, Esq.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Article VI
Incorporator

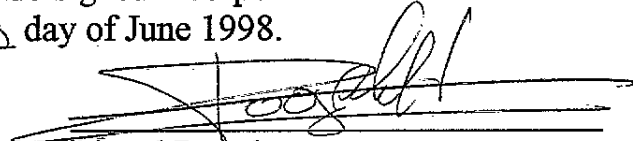
The name and address of the person signing these Articles is:

Lionel Rogelet 1881 Washington Apt. #4B
Miami Beach, Florida 33139

Article VII
Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of June 1998.


Lionel Rogelet

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is :

Felima, Inc.

2. The name and address of the registered agent and office is:

Chandler R. Finley, Esq.
710 Washington Avenue Suite #5
Miami Beach, Florida 33139

The undersigned, Chandler R. Finley, Esq., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Chandler R. Finley, Esq.

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TALLAHASSEE, FLORIDA