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P98000074391

August 21, 1998

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

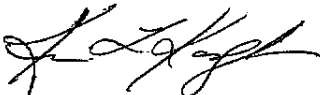
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*****70.00 *****70.00

RE: 2L2BG, INC.

Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the Articles of Incorporation for the referenced corporation. I have also enclosed our firm's check in the amount of \$70.00 for the filing fee. Kindly return a filed copy of the Articles to my office in the self-addressed envelope enclosed herein.

Sincerely,



Kim L. Kaszuba

KLK/jp
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

2L2BG, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be 2L2BG, Inc.

ARTICLE II LOCATION

The location of this corporation shall be:

3203-A Charter Club Drive
Tarpon Springs, FL 34689

ARTICLE III NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State Country, Territory or Nation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3203-A Charter Club Drive, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this corporation at that address is Jean-Claude Lepretre.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The corporation shall have five (5) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Jean-Claude Lepretre
3203-A Charter Club Drive
Tarpon Springs, FL 34689

Jean Luc Billon Pierron
La Pensiere
38500 Voiron
France

Bernard Louvat
Le Rousset
38500 Voiron
France

Charles Genthon
Le Percivaux
26140 Anneyron
France

Max Billon Pierron
La Gare
38140 La Tiurette
France

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President, V-President, Secretary, Treasurer: Jean-Claude Lepretre
3203-A Charter Club Drive
Tarpon Springs, FL 34689

ARTICLE IX SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Jean-Claude Lepretre	3203-A Charter Club Drive Tarpon Springs, FL 34689	20
Jean Luc Billon Pierron	La Pensiere 38500 Voiron France	20
Bernard Louvat	Le Rousset 38500 Voiron France	20
Max Billon Pierron	La Gare 38140 La Tiurette France	20

Charles Genthon

Les Percivaux
26140 Anneyron
France

20

ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XII AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21 day of August, 1998.


Jean-Claude Lepretre, President

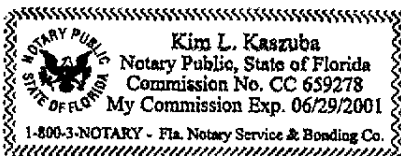
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 21st day of August, 1998, by Jean-Claude Lepretre, who is personally known to me or who has produced _____ as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

SIGN 

PRINT KIM L. KASZUBA
State of Florida at Large (Seal)
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.



Jean-Claude Lepretre, President

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