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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 22 AM 9:43

Mailing Address:  
Post Office Box 1800  
Stuart, Florida 34995-1800  
\*Admitted in Fla. and S.C.

Street Address:  
310 West First Street  
Stuart, Florida 34994

September 21, 1998

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

RE: METAMORPHOSE INTERNATIONAL, INC.

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-09/22/98--01062--013  
\*\*\*122.50 \*\*\*122.50

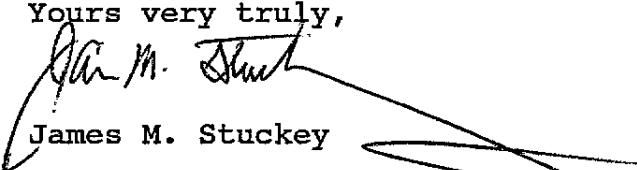
Dear Sir or Madam:

I am enclosing the original and a copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation.

I am sending this by Federal Express, as my clients wish to start business right away. Please file these Articles as soon as possible, and I will call in to see if they have been filed. If it is not against office policy, please call me collect at (561) 223-8100 to confirm as soon as possible that the Corporation has been filed.

I am enclosing my check for \$122.50 to cover the filing fees and the cost of the certified copy of the Articles. Please forward the certified copy to me at your convenience. If you need anything further, please do not hesitate to call, collect. Thank you for your assistance.

Yours very truly,

  
James M. Stuckey

cc: Olivier Collin de La Ronciere

D. BROWN SEP 24 1998

**ARTICLES OF INCORPORATION**

**OF**

**METAMORPHOSE INTERNATIONAL, INC.**

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The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of this corporation shall be: **METAMORPHOSE INTERNATIONAL, INC.**

**ARTICLE II. INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation is 1674 S.E. St. Lucie Boulevard, #202, Stuart, Florida 34996. The mailing address of this corporation is 1674 S.E. St. Lucie Boulevard, #202, Stuart, Florida 34996.

**ARTICLE III. CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is:

Olivier Collin de La Ronciere      1674 S.E. St. Lucie Blvd. #202  
Stuart, Florida 34996

**ARTICLE V. CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE VI. PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of importing and exporting.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE VII. INCORPORATOR**

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

Olivier Collin de La Ronciere      1674 S.E. St. Lucie Blvd. #202  
Stuart, Florida 34996

**ARTICLE VIII. DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one (1). The number of directors may be changed from time to time by an amendment to the Bylaws of the Corporation. The name and address of the person who is to serve as the sole member of the initial board of directors is:

Olivier Collin de La Ronciere      1674 S.E. St. Lucie Blvd. #202  
Stuart, Florida 34996

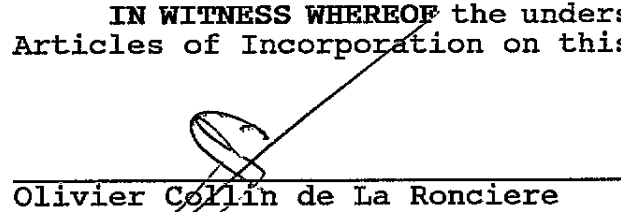
**ARTICLE IX. MEETINGS BY CONFERENCE TELEPHONE**

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

**ARTICLE X. INDEMNIFICATION**

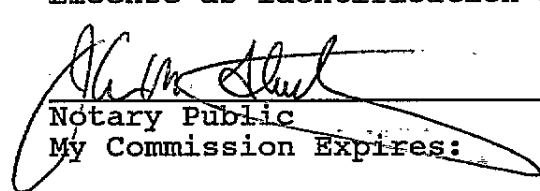
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

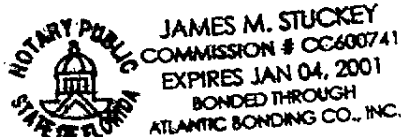
IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 21st day of September, 1998.

  
Olivier Collin de La Ronciere

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21st day of September, 1998 by Olivier Collin de La Ronciere, who is personally known to me or who has produced his Florida Driver's License as identification and who did not take an oath.

  
Notary Public  
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

That METAMORPHOSE INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1674 S.E. St. Lucie Boulevard, #202, Stuart, Florida 34996, has named Olivier Collin de La Ronciere, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: \_\_\_\_\_

Olivier Collin de La Ronciere