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EFFECTIVE DATE
9-30-98

September 30, 1998

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

Re: Andre Sicard, Inc.,
1921 S. Kirkman Road, Suite 227
Orlando, Florida 32811

100002654551--6
-10/02/98--01068--008
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find our Articles of Incorporation and the Registered Agent for filing, together with our check in the amount of \$ 70.00 to cover the filing fee and the registered agent fee.

Sincerely,

Andre Sicard

FILED
98 OCT -2 AM 9:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
10-6-98
6

ARTICLES OF INCORPORATION

OF

ANDRE SICARD, INC.

EFFECTIVE DATE
9-30-98

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND DURATION

THE NAME of the corporation shall be **ANDRE SICARD, INC.** The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 30th day of September, 1998.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of the corporation is 1921 S. Kirkman Road, Suite 227, Orlando, Florida 32811.

ARTICLE III

REGISTERED OFFICE AND AGENT

THE INITIAL registered office of the corporation shall be at 1921 S. Kirkman Road, Suite 227, Orlando, Florida, 32811. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent for the corporation shall be **Andre Sicard**, at 1921 S. Kirkman Road, Suite 227, Orlando, Florida 32811.

ARTICLE IV

CORPORATION PURPOSES, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporation purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

CAPITAL STOCK

1. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE VI

INCORPORATOR

THE NAME and mailing address of the incorporator of this Corporation is as follows:

NAME:

Andre Sicard

ADDRESS:

1921 S. Kirkman Road, Suite 227
Orlando, Florida 32811

ARTICLE VII

BOARD OF DIRECTORS

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the Corporation until the first annual meeting of the shareholder(s) are as follows:

NAME:

Andre Sicard

ADDRESS:

1921 S. Kirkman Rd., Suite 227
Orlando, Florida 32811

ARTICLE VIII

AMENDMENT

THIS CORPORATION reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholder herein are granted subject to this reservation.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholder specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XII

TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the


Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at 1921 S. Kirkman Road, Suite 227, Orlando, Orange County, Florida, this 30th day of September, 1998.

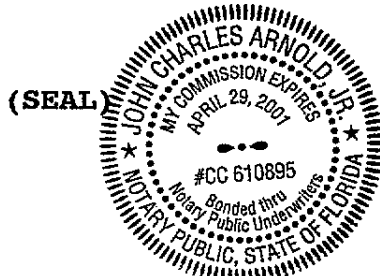
ANDRE SICARD, INC.


By:


Andre Sicard
President

STATE OF FLORIDA }
 } SS
COUNTY OF ORANGE }

BEFORE ME, personally appeared Andre Sicard, and by production of a picture identification, ID# S263-017-71-463-0, who, after being duly cautioned and sworn, deposes and states that he is the individual described in the above and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed, on this 30th day of September, 1998.




Notary Public
State of Florida
My Commission Expires:

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. **ANDRE SICARD, INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 1921 S. Kirkman Road, Suite 227, Orlando, Florida, 32811, has named **Andre Sicard**, whose address is 1921 S. Kirkman Road, Suite 227, Orlando, Florida, 32811, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law and I further state that I am familiar with Florida Statue 607.0501.

Registered Agent:

ANDRE SICARD, INC.

By:

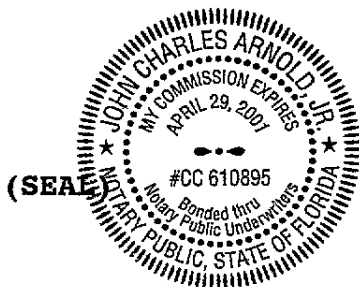
Andre Sicard

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

BEFORE ME, the undersigned authority, this day personally appeared **Andre Sicard**, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 30th day of September, 1998.



John C. Arnold Jr.
Notary Public
State of Florida
My Commission Expires: