

G&K

P98000089631

Greenstein & King

Certified Public Accountants

Accounting • Tax • Business Services

7000 W. Palmetto Park Road

Suite 502

Boca Raton, FL 33433

(407) 368-5511 • Fax (407) 368-4474

September 28, 1998

Secretary of State
Bureau of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: FRERE & SOEUR INC.

500002666445--3
-10/19/98--01018--018
*****122.50 *****78.75

Gentlemen:

Enclosed herein please find original and two copies of the Articles of Incorporation regarding the above-captioned matter. Please file the original corporation papers and return one certified copy to our office.

Also enclosed please find a check in the amount of \$122.50 to cover the cost of filing and obtain a certified copy. I have also enclosed a stamped self-addressed return envelope for your convenience.

Thank you,

Sincerely yours,

T. Greenstein

GREENSTEIN & KING, CPA'S

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 9:58

10-21
MS

ARTICLES OF INCORPORATION
OF
FRERE & SOEUR INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 9:58

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation.

Article I

NAME OF CORPORATION

The name of the corporation shall be FRERE & SOEUR INC.

Article II

NATURE OF BUSINESS

The purpose for which the corporation is organized is all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Article III

TERM OF EXISTENCE

The corporation is to exist perpetually.

Article IV

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) of the par value of One Dollar and No/100ths (\$1.00) each.

Article V

REGISTERED AGENT/REGISTERED OFFICE

The name of its initial registered agent is Frank S. Brunelle, and the street address of its initial principal office and registered office is 7000 W. Palmetto Park Rd. #502 Boca Raton Fl. 33433

Article VI

OFFICERS AND DIRECTORS

The number of directors constituting the initial board of directors are two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified is:

Marie Brunelle
7000 W. Palmetto Park Rd. 502
Boca Raton Fl. 33433

President
Secretary

Frank S. Brunelle
7000 W. Palmetto Park Rd. 502
Boca Raton Fl. 33433

Vice President
Treasurer

Article VII

INCORPORATORS

The name and address of the incorporator is:

Frank S. Brunelle
7000 W. Palmetto Park #502
Boca Raton Fl. 33433

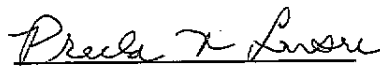
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this
16th Day of October, 1998

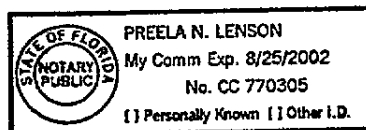

Frank S. Brunelle

STATE OF FLORIDA
COUNTY OF

Before me, a notary public, on this day personally appeared Frank S. Brunelle known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 16th day of OCTOBER AD, 1998.


Notary Public,
State of Florida
My Commission Expires




**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

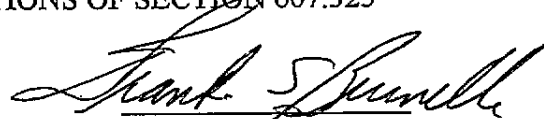
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Frere & Soeur Inc.
2. The name and address of the registered agent and office is :

Frank S. Brunelle
7000 W. Palmetto Park Rd. #502
Boca Raton Fl.. 33433


FRANK S. BRUNELLE
10/16/98
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Frank S. Brunelle
Registered Agent
10/16/98
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 9:59