

LOUIS GIOVACHINO, ESQUIRE

55 Weston Road, Suite 303

Sunrise, Florida 33326

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October 19, 1998

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: VENDEE INTERNATIONAL, INC.

Dear Sir:

Enclosed please find original and one (1) copy of Articles of Incorporation and Acceptance of Designation of Registered Agent regarding the above. I have enclosed my check in the amount of \$122.50 representing payment of your filing fees.

Please process and return to my office a recorded copy of the Articles of Incorporation

Thank you.

Very truly yours,

LOUIS GIOVACHINO

enclosure

800002671088-1
-10/23/98-01053-004
****122.50 *****78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/23/98
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ARTICLES OF INCORPORATION

OF

VENDÉE INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

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: VENDÉE INTERNATIONAL, INC.

The principal place of business of this corporation shall be: 1312 Camellia Circle, Weston, Florida 33326.

ARTICLE II - NATURE OF BUSINESS

This 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 III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1312 Camellia Circle, Weston, Florida 33326, and the name of the initial registered agent of the corporation at that address is FRANCISCO GAITAN.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

This corporation shall have three directors, initially. The name and street address of the initial member of the Board of Directors are:

FRANCISCO GAITAN
1312 Camellia Circle
Weston, Florida 33326

FEDERICO VELEZ
Lago Onega 218
Mexico, D.F. 11320

GILLES FOINTENEAU
20355 North East, Apt 2324
North Miami Beach, Florida 33180

ARTICLE VII - 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:

FRANCISCO GAITAN- President
1312 Camellia Circle
Weston, Florida 33326

FEDERICO VELEZ- Secretary/Treasurer
Lago Onega 218
Mexico, D.F. 11320

GILLES FOINTENEAU - Vice President
20355 North East, Apt 2324
North Miami Beach, Florida 33180

ARTICLE VIII - INCORPORATOR

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

FRANCISCO GAITAN
1312 Camellia Circle
Weston, Florida 33326

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19

day of October, 1998.

BY: _____

FRANCISCO GAITAN

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by FRANCISCO GAITAN

19 day of October 1998, producing Id /c as identification.

NOTARY PUBLIC - STATE OF FLORIDA

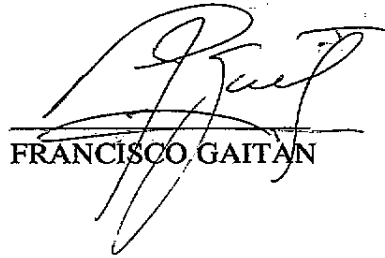
My commission expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

"I am familiar with and accept the duties and responsibilities as registered agent for
VENDÉE INTERNATIONAL, INC."

DATED: 10/19/98


FRANCISCO GAITAN

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