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LANGEN & LANGEN, P.A.

ATTORNEYS AT LAW

112 SOUTH HIBISCUS ISLAND

MIAMI, FLORIDA 33139-5130

HILARY LANGEN *
ROLAND LANGEN*
CHRISTOPHER LANGEN +
MAX LANGEN•

TEL. (305) 674-0023
FAX (305) 674-0022
MAX@LANGEN.ORG

- * ADMITTED IN FLORIDA AND BRAZIL
- + ADMITTED IN FLORIDA AND NEW YORK
- ADMITTED IN FLORIDA AND BEFORE THE U.S. PATENT AND TRADEMARK OFFICE

October 14, 1998

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

Re: GROGNARD CORPORATION

800002671898--3
-10/26/98--01028--018
****122.50 *****78.75

Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm. A preliminary search by your office has indicated that the name is available.

Also enclosed is a check for \$122.50 to cover the costs of the filing fee as well as the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,

Erica Alvarez

Erica Alvarez
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 AM 10:30

10-27
LM
WS

ARTICLES OF INCORPORATION OF
GROGNARD CORPORATION

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT 26 AM 10:30

ARTICLE I
NAME

The name of this corporation is GROGNARD CORPORATION

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) Shares of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is Max Langen, Esq., 112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

c/o Max Langen
112 S. Hibiscus Dr.
Miami Beach, FL 33139

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of the corporation and his address is:

Ulrich Ansin
5321 Bayview Gate
Ft. Lauderdale, FL. 33308

ARTICLE VII
INCORPORATOR

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

Max Langen
112 S. Hibiscus Dr.
Miami Beach, FL 33139

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer, Incorporator or Director or any former officer, Incorporator or Director, to the full extent permitted by law.

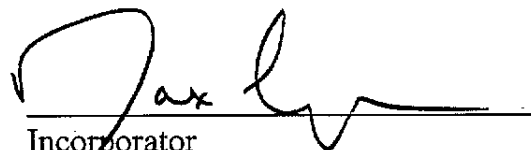
ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 14th day of October, 1998.



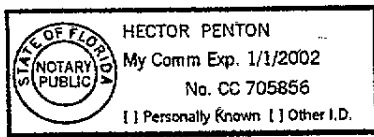
Incorporator
Max Langen

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of October, 1998, by Max Langen who is:

personally known to me; or
 has produced _____ as identification and
who did (did not) take an oath.





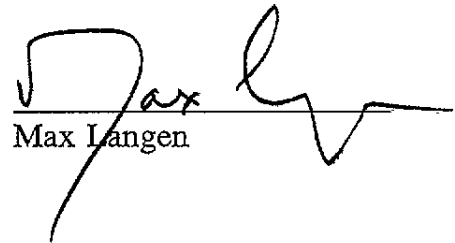
Notary Public, Florida

My commission expires: 1/1/2002

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the registered agent of GROGNARD CORPORATION.

This acceptance is dated the 14th day of October, 1998.


Max Langen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 AM 10:30

CONSENT TO CORPORATE ACTION OF
Grogard Corporation

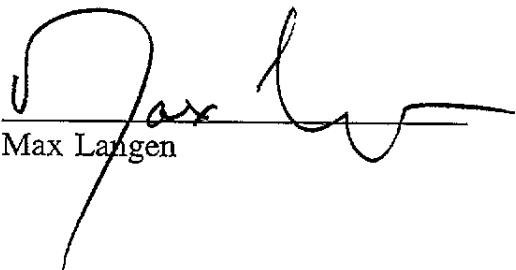
Max Langen, being the sole director/incorporator of the corporation GROGNARD CORPORATION, hereby waives notice of a meeting of the directors and consents to and adopts the following as actions of the corporation as of the date set forth below:

1. RESOLVED, that the officers of the corporation shall be as follows:

President:	Ulrich Ansin
Secretary:	Ulrich Ansin
Treasurer:	Ulrich Ansin

2. RESOLVED, that Max Langen resigns as incorporator.
3. RESOLVED, that the corporation shall open a bank account at a bank chosen by one of the officers and that the corporation hereby adopts any resolution required by said institution. Each officer shall be authorized to sign checks on the account signing individually.

Date: October 14, 1998



Max Langen