

P98000092056

GILES & ROBINSON, P.A.  
ATTORNEYS AT LAW

390 N. ORANGE AVENUE  
SUITE 800  
P.O. BOX 2631  
ORLANDO, FLORIDA 32802

FILED

98 OCT 28 4 1:39

TELEPHONE  
(407) 425-3591  
FACSIMILE  
(407) 841-8171

October 27, 1998

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
10-27-98

VIA FEDERAL EXPRESS  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

500002674315--8  
-10/28/98--01051--006  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Magic Touch USA, Inc.

Gentlemen:

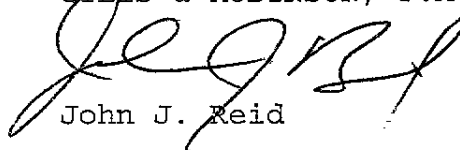
Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$122.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$122.50

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.

  
John J. Reid

JJR/ab  
enclosures

P. Hall

OCT 29 1998

(6)

GILES & ROBINSON, P. A.  
ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32802

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October 28, 1998

VIA FEDERAL EXPRESS  
Attention: Pam Hall  
New Filings  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Magic Touch USA, Inc.

Dear Ms. Hall:

I am enclosing a page to the Articles of Incorporation for the above-referenced corporation which I have executed as incorporator. This page was previously sent unexecuted and you indicated to my assistant that you would swap these pages out in order to allow these Articles to be filed upon their execution date (October 27, 1998).

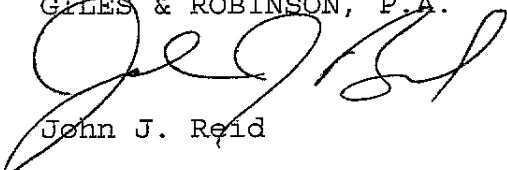
Thank you for your assistance in this matter. It is greatly appreciated.

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

If you have any questions, please feel free to give me a call.

Sincerely,

GILES & ROBINSON, P.A.



John J. Reid

JJR/ab  
enclosure

ARTICLES OF INCORPORATION

OF

MAGIC TOUCH USA, INC.

FILED

98 OCT 28 PM 12:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

EFFECTIVE DATE

10-27-98

The name of this corporation is: Magic Touch USA, Inc.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 390 N. Orange Avenue, Ste. 800, Orlando, FL 32801 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

This corporation shall commence effective upon execution of these Articles and shall have perpetual existence.

ARTICLE IV

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John J. Reid. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 390 N. Orange Ave., Ste. 800, Orlando, FL 32801.

ARTICLE VII  
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII  
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death:

<u>Name</u>	<u>Address</u>
Jean Claude Abecassis	10, avenue de la Grande Armee 75017 - Paris France

ARTICLE IX  
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X  
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI  
Indemnification

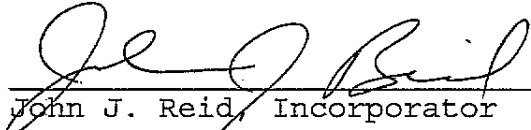
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to

these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator(s) executed these Articles of Incorporation this 27<sup>th</sup> day of OCTOBER, 1998.


  
\_\_\_\_\_  
John J. Reid, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

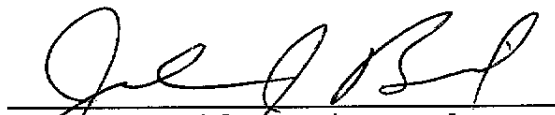
In compliance with Chapter 607.0501, Florida Statutes,  
the following is submitted:

That Magic Touch USA, Inc., desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at City of Orlando, State of Florida, has named  
John J. Reid located at 390 N. Orange Ave., Ste. 800, City of  
Orlando, State of Florida as its agent to accept service of process  
within Florida.

The street address of the registered office and the  
street address of the business of the registered agent are  
identical.

  
\_\_\_\_\_  
John J. Reid, Incorporator  
Dated: 10/27/98

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.

  
\_\_\_\_\_  
John J. Reid, Registered Agent  
Dated: 10/27/98

FILED  
98 OCT 28 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA