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To: Division of Corporations
 Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
 Phone : (305) 541-3694
 Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.
LUNN CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
LUNN CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name

The name of this Florida corporation is :
Lunn Corp.

ARTICLE II. Address

The mailing address of the Corporation is:

Lunn Corp.
33A Venetian Way #51
Miami Beach, Florida 33139
USA

ARTICLE III. Registered Agent

The name and address of the registered agent of the Corporation is:

Inna Shapovalov
Law Offices of Inna Shapovalov, P.A.
16300 NE 19th Ave. Suite 250
North Miami Beach, Florida USA 33162

ARTICLE IV. Board of Directors

The names of each member of the Corporation's Board of Directors are:

Brian Lunn

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Inna Shapovalov / Florida Bar Member 084123
Law Offices of Inna Shapovalov, P.A.
16300 NE 19th Ave, Suite 250,
North Miami Beach, Florida 33162 USA
Tel. (305) 949-9616

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ARTICLE V. Capital Stock

The Corporation shall have authority to issue 2,000 shares of common stock, par value \$1.00 per share (US dollars).

ARTICLE VI. Incorporator

The name of the incorporator is

Inna Shapovalov
Law Offices of Inna Shapovalov, P.A.
16300 NE 19th Ave. Suite 250
North Miami Beach, Florida USA 33162

ARTICLE VII. Corporate Existence

The Corporate existence shall begin effective immediately upon approval by the Secretary of State, Florida, USA.

The undersigned incorporator executed these articles of incorporation on January 6, 1999.


INNA SHAPOVALOV

Inna Shapovalov / Florida Bar Member 084123
Law Offices of Inna Shapovalov, P.A.
16300 NE 19th Ave, Suite 250,
North Miami Beach, Florida 33162 USA
Tel. (305) 949-9616

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

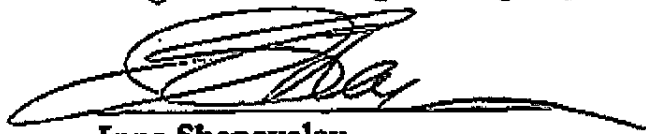
CORPORATION:

Lunn Corp.

REGISTERED AGENT/OFFICE:

**Inna Shapovalov
Law Offices of Inna Shapovalov, P.A.
16300 NE 19th Ave. Suite 250
North Miami Beach, Florida USA 33162**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Inna Shapovalov
Law Offices of Inna Shapovalov, P. A.**

Date : 1/6/99

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