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TAXMAN ACCOUNTING, INC.
1001 North Central Avenue
Kissimmee, Florida 34741
(407)932-3499 FAX (407)932-2339

January 11, 1999

FILED
99 JAN 25 PM 5:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

Re: LUXEN CORPORATION

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-01/25/99--01147--015
*****70.00 *****70.00

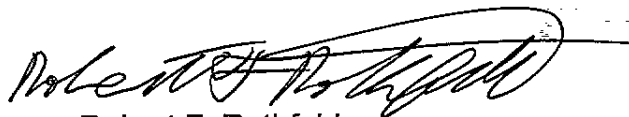
Gentlemen:

Enclosed please find the Articles of Incorporation and Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$70.00.

I have also enclosed an additional copy of the Articles of Incorporation and would appreciate having this returned to me with the filing date stamped on it. Please send it to me at the following address:

ROBERT F. ROTHFELD
TAXMAN ACCOUNTING, INC.
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

Very truly yours,


Robert F. Rothfeld

Encs.

SD
1/28

ARTICLES OF INCORPORATION
OF
LUXEN CORPORATION

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 - CORPORATION NAME

The name of the corporation shall be:

LUXEN CORPORATION

ARTICLE II - PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED shares (500) of "No Par Value" (\$0.00) Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

3116 WINDOVER AVENUE
KISSIMMEE, FLORIDA 34741

The name and street address of the Initial Registered Agent of this corporation is:

HORATIU SORIN TERPE
3116 WINDOVER AVENUE
KISSIMMEE, FLORIDA 34741

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ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

HORATTU SORIN TERPE
3116 WINDOVER AVENUE
KISSIMMEE, FLORIDA 34741

VALERIA TERPE
3116 WINDOVER AVENUE
KISSIMMEE, FLORIDA 34741

ARTICLE VI - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

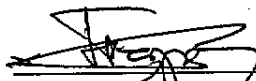
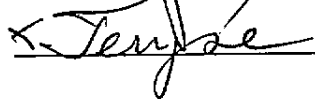
ARTICLE VII - INCORPORATOR(S)

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

HORATTU SORIN TERPE
3116 WINDOVER AVENUE
KISSIMMEE, FLORIDA 34741

VALERIA TERPE
3116 WINDOVER AVENUE
KISSIMMEE, FLORIDA 34741

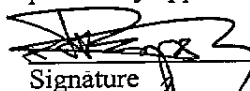
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7th Day of January, 1999.

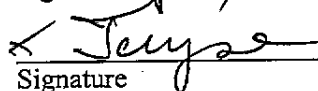
STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:


 Signature

KNOWN TO ME
 Form of Identification

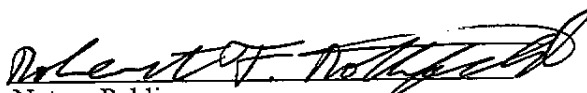

 Signature

KNOWN TO ME
 Form of Identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

WITNESS my hand and official seal this 7th Day of January, 1999.

(SEAL)


 Notary Public
 State of FLORIDA



ROBERT F. ROTHFELD
 My Commission CC537883
 Expires Apr. 22, 2000

My Commission Expires:
 April 22, 2000

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. LUXEN CORPORATION, a corporation organizing under the laws of the State of Florida, with its principal office located at:

3116 WINDOVER AVENUE
KISSIMMEE, FLORIDA 34741

has named HORATIU SORIN TERPE, whose address is:

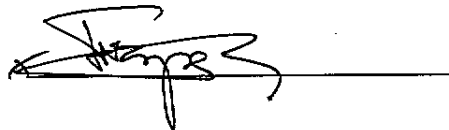
3116 WINDOVER AVENUE
KISSIMMEE, FLORIDA 34741

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

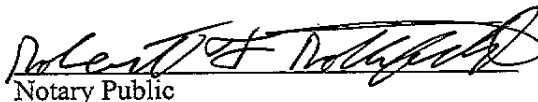


STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, this day personally appeared HORATIU SORIN TERPE, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 7th Day of January, 1999.


Notary Public

(SEAL)

State of FLORIDA

My Commission Expires:
April 22, 2000



ROBERT F ROTHFELD
My Commission CC537893
Expires Apr. 22, 2000

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA