

FRANCOIS P. CALIXTE
9651 SW 148th PLACE
MIAMI, FLORIDA 33196
TEL.: 305-380-8202

P990000009/23

January 18, 1999

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

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*****78.75 *****78.75

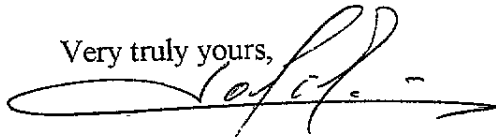
Dear Sir or Madam:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for CONTROLE PROSPECTIVE CARAIB, INC.
2. Check in the amount of \$78.75 representing the filing fee of \$70.00 and \$8.75 for a certified copy of the articles for the corporation.

Thank you for your assistance in this matter.

Very truly yours,



Francois Calixte

Encl.

FILED
99 JAN 25 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 29 1999

**ARTICLES OF INCORPORATION
OF
CONTROLE PROSPECTIVE CARAIB, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of this corporation is **CONTROLE PROSPECTIVE CARAIB, INC.**

ARTICLE 2 - PURPOSE

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9651 S.W. 148 Place, Miami, FL 33196, and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is

Francois Calixte
9651 S.W. 148 Place
Miami, FL 33196

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TALLAHASSEE, FLORIDA

ARTICLE 5 - OFFICERS

The initial President of the Corporation shall be Francois Calixte whose address shall be the same as the principal office of the Corporation and the initial Secretary shall be Thierry Maindault whose address is 1730 Washington, Evanston, IL 60202.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Twenty Thousand (20,000) shares of common stock, each share having the par value of One Dollar (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of

directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation.

ARTICLE 8 - INDEMNIFICATION

The Corporation shall indemnify any officer or director any former officer or director, to the full extent permitted by law.

ARTICLE 9 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the behalf of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED AGENT AND OFFICE

The initial registered office of this Corporation is Francois Calixte located at 9651 S.W. 148 Place, Miami, FL 33196. The name and address of the registered agent of this Corporation is Francois Calixte located at 9651 S.W. 148 Place, Miami, FL 33196.

ARTICLE 12 - BYLAWS

The Board of Directors shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any

action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18 day of January, 1999.



Incorporator

ACCEPTANCE BY REGISTERED AGENT

Francois Calixte hereby accepts the appointment to serve as resident registered agent upon whom process may be served for **CONTROLE PROSPECTIVE CARAIB, INC.**, the above named corporation.

This acceptance is dated the 18 day of January, 1999.

By 

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99 JAN 25 AM 11:12
CLERK OF STATE
TALLAHASSEE, FLORIDA