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February 3, 1999

ATTENTION: FLORIDA FILINGS
Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

800002767708--9
02/08/99-01100-015
*****78.75 *****78.75

Re: Principaute, Inc.
Articles of Incorporation

To whom it may concern:

In connection with the foregoing, enclosed herewith are the following:

1. Original Articles of Incorporation and designation and acceptance of registered agent for Principaute, Inc. for filing;

2. Copy of Articles of Incorporation and designation and acceptance of registered agent for Principaute, Inc. to be time-stamped and returned to me in the enclosed stamped, self-addressed envelope;

3. My Trust Account check number 5199 in the amount of \$78.75 for the filing fee and a certificate of status on the above corporation;

and

4. Stamped, self-addressed envelope.

Please call with any questions regarding this matter. Thank you for your cooperation and assistance.

Very truly yours,

Allan C. Draves

Allan Draves' Secretary
AUTHORIZATION BY PHONE TO
CORRECT translation: Principality
DATE 2/10/99
DOC. EXAM. fee 33
Encls.

pc: Ms. Elza Mendes Viera

C:\DATA\PRINCIP..INC\LTR\CORPSEC.FILE

FILED
99 FEB -8 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 10 1999

ARTICLES OF INCORPORATION
OF
PRINCIPAUTE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Principaute, Inc.

ARTICLE II

ADDRESS

The street address of the initial principal office of the corporation is 1932 Howell Branch Road, Winter Park, Florida 32792.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized have outstanding at any one time is one thousand (1,000) (7,500) shares of common stock. Each share shall have a par value of \$.10.

ARTICLE IV

NATURE OF BUSINESS

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 of any other state, county, territory or nation.

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

ARTICLE VI

REGISTERED OFFICE/AGENT

The street address of the initial registered office of the corporation shall be 1932 Howell Branch Road, Winter Park, Florida 32792 and the name of the initial Registered Agent for the corporation is Elza Mendes Viera.

ARTICLE VII

The corporation shall exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

LIMITATION OF LIABILITY

Each director, shareholder and officer, in consideration for his or her services, and in the absence of fraud or willful wrongdoing, shall be indemnified, whether then in office or not, for any and all reasonable costs of expenses, including reasonable attorney fees, incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, shareholder or officer of the corporation, to the maximum extent permitted by law. The foregoing right of indemnification shall be in addition to any other rights to which any director, shareholder or officer may be entitled as a matter of law.

ARTICLE IX

DIRECTORS

This corporation shall have a minimum of one director.

ARTICLE X

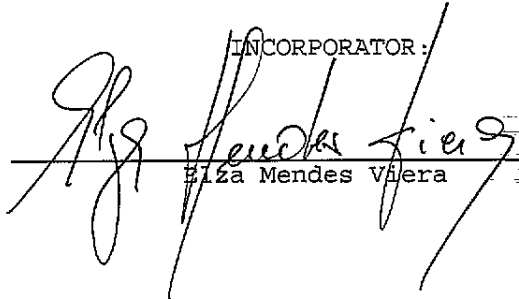
INCORPORATOR

The name and address of the Incorporator are:

Elza Mendes Viera
1932 Howell Branch Road
Winter Park, Florida 32792.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 3rd day of February, 1999.

INCORPORATOR:


Elza Mendes Viera

STATE OF FLORIDA
COUNTY OF ORANGE

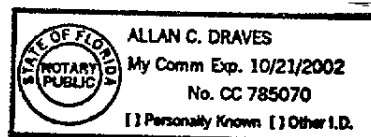
Execution of the foregoing instrument was acknowledged before me this 3rd day of February, 1999 by Elza Mendes Viera, who is personally known to me OR who produced _____ as identification and who did/did not take an oath.

Notary Public



Sign: _____
Print: _____

My Commission Expires:



DESIGNATION OR AND ACCEPTANCE
BY REGISTERED AGENT

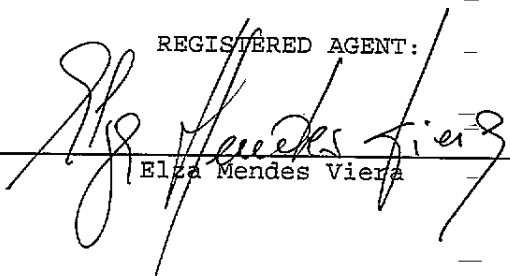
The following is submitted in compliance with the laws of the State of Florida.

Principaute, Inc., a corporation organized under the laws of the State of Florida, with its principal office located at 1932 Howell Branch Road, Winter Park, Florida 32792, has named Elza Mendes Viera, whose address is 1932 Howell Branch Road, Winter Park, Florida 32792, as its Registered 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. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:



Elza Mendes Viera

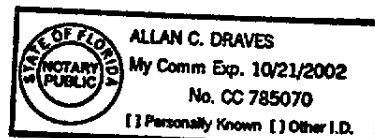
STATE OF FLORIDA
COUNTY OF ORANGE

Execution of the foregoing instrument was acknowledged before me this 3rd day of February, 1999 by Elza Mendes Viera, who is personally known to me OR who produced _____ as identification and who did/did not take an oath.

Notary Public

Sign: _____
Print: _____

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA