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Harvey D. Rogers, P.A.
ATTORNEY AT LAW
Courthouse Plaza, Suite 500
28 West Flagler Street
Miami, Florida 33130-1891

Harvey D. Rogers, Esq.

Telephone: (305) 579 - 2100
Facsimile: (305) 579 - 9711
E-Mail: ROGERSLAW1@AOL.COM

SECRETARY OF STATE
Plaza Level 2
Tallahassee, Florida 32399

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-04/15/99-01119--009
****122.50 ****78.75

April 13, 1999

RE: THE PARIS GROUP, INC.

Dear Sir/Mam:

19-889
****87.50 ****87.50

Enclosed you will find an original and one copy of the Articles of Incorporation of the above corporation, my check in the amount of \$122.50 and a self-addressed stamped envelope.

Please have the Articles of Incorporation filed and remit a copy to my office in the self-addressed stamped enveloped enclosed herein for your convenience.

Should there be any questions, please feel free to contact the undersigned.

Thank you in advance for your prompt attention and cooperation in this matter.

Sincerely,

Harvey D. Rogers, Esq.

HDR:mp

Enclosures

c: The Paris Group, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 PM 3:51

R. Purinton APR 16 1999

**Articles of Incorporation
Of
The Paris Group, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I

The name of this Corporation: *The Paris Group, Inc.*

ARTICLE II

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and The United States of America.

ARTICLE III

This Corporation is authorized to issue 7,500 shares of common stock of One (\$ 1.00) Dollar par value. No other class of stock is authorized.

ARTICLE IV

The principal office, mailing address and the initial registered office of this Corporation is: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891, and the name of the initial registered agent of this Corporation, at the above address is: *Pedro Dembovich*.

ARTICLE V

This Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment thereto, and rights conferred upon the shareholders is subject to this reservation. All corporate powers shall be exercised by, and the business and affairs of the Corporation shall be managed by a majority vote of the shareholders of this Corporation.

ARTICLE VI

This Corporation shall have three (1) Director(s) initially. The number of the Directors may be either increased or decreased from time to time by the By-Laws of the Corporation, but shall never be less than One (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<i>Pedro Dembovich</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891

ARTICLE VII

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
<i>Pedro Dembovich</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891

ARTICLE VIII

The names and addresses of the initial Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<i>Pedro Dembovich</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891	Pres./Sec.

ARTICLE IX

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, and its amendments and modifications thereof. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation in compliance with the Florida General Corporation Act.

ARTICLE X

The Corporation shall indemnify all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done or made on behalf of the Corporation.

ARTICLE XI

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in any property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty one (51) percent of the shares of the Corporation entitled to vote thereon and not otherwise.

Pedro Dembovich

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APPOINTMENT AND ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

That **The Paris Group, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **Pedro Dembovich**, as its resident agent for the Corporation which is located at: Suite 500, 28 West Flagler Street Miami, Florida 33130-1891, as its agent to accept service of process within this State.

The Paris Group, Inc.

Pedro Dembovich

Title: President

Dated: 4-12-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Pedro Dembovich

Dated: 4-12-99

FILED
CLERK OF STATE
DEPT. OF CORPORATIONS
APR 15 PM 3:51