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May 14, 1999

Florida Department of State, Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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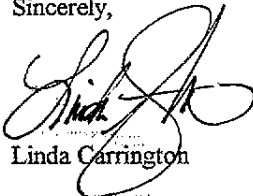
Greetings,

Enclosed please find an original Articles of Incorporation for UNIWA, Inc. and our check in the amount of \$78.75 to cover the costs of filing and one certified copy.

Please return the certified copy of the filed Articles to the undersigned at PMB 204, 1253 University Drive, Coral Springs, FL 33071.

Should you have any questions or require anything further, please do not hesitate to contact me at (305) 895-6639. Thank you for your assistance in this matter.

Sincerely,



Linda Carrington

Enclosures

FILED
1999 MAY 17 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 MAY 17 AM 9:30

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNIWA, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

UNIWA, Inc.

ARTICLE II

Nature of business

The corporation is initially organized for the general purpose of transacting any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Fla. Stat.

ARTICLE III

Shares

The maximum number of shares that the corporation is authorized to have outstanding shall be 1000 shares of common, \$1.00 par value voting stock, all of one class.

ARTICLE IV

Section 1244 Stock

The incorporator, Subscribers and Directors of the corporation intend that all stock shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

Unissued or Treasury shares

Each shareholder of the corporation shall enjoy the preemptive right to acquire a proportionate share of any unissued or treasury shares to be sold by the corporation on the same terms as such shares would be sold to non-shareholders. The number of shares that each shareholder shall be entitled to purchase shall be determined by multiplying the number of shares of unissued or treasury stock to be sold by a fraction which has as its numerator the number of shares owned by the purchasing shareholder, and which has its denominator the total number of issued and outstanding shares of the corporation owned by all shareholders before the contemplated sale. In the event that any shareholder chooses to purchase less than all the shares to which he is entitled to purchase, the remaining shares shall first be offered to the remaining shareholders of the corporation. In the event that the calculations set out above result in a shareholder being entitled to purchase a fraction of a share, the corporation shall issue such fractional share. Unissued or treasury shares may be offered to a non-shareholder of the corporation only after all the existing shareholders have refused to purchase the shares offered.

ARTICLE VI

Initial Registered Office and Registered Agent

The Street address of the initial registered office of the corporation is PMB 204, 1253 University Drive, Coral Springs, Florida 33071 and the name of the initial registered agent of the corporation is Linda Carrington.

ARTICLE VII Directors

The corporation shall have two directors initially. The number of directors may be changed from time to time according to the By-Laws of the corporation, but the number shall never be more than five. The names and addresses of the initial directors are:

Linda Carrington

PMB 204
1253 University Drive
Coral Springs, Florida 33071

Emmanuel Evrard

PMB 204
1253 University Drive
Coral Springs, Florida 33071

ARTICLE VIII

Incorporation

The name and address of the person signing these articles of incorporation is:

Linda Carrington

PMB 204
1253 University Drive
Coral Springs, Florida 33071

ARTICLE IX

Duration of corporation

The duration of the corporation shall be perpetual.


ARTICLE X

Corporation's principal office

The initial principal office of this corporation shall be:

PMB 204, 1253 University Drive, Coral Springs, Florida 33071

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of UNIWA, Inc. on this 5th day of May 1999.



Linda Carrington

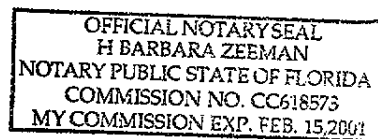
STATE OF FLORIDA
COUNTY OF BROWARD : ss.:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Linda Carrington of UNIWA, Inc. to me known to be the person described in and who acknowledged before me that she executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid on this 14 day of May, 1999.



NOTARY PUBLIC
State of Florida.



CERTIFICATE


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act;

That UNIWA, 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 Pompano Beach, County of Broward and the
State of Florida, has named Linda Carrington, whose address is
detailed in Article VI, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
named corporation at the place designated in this certificate,
I hereby accept to act in this capacity and agree to comply
with the provision of said Act relating to keeping open said
office.


Linda Carrington
Registered Agent

May 5, 1999

FILED
1999 MAY 17 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA