

LAW OFFICES OF JOHN GALLETTA JR.

P99000062442

TRANSMITTAL LETTER

VIA FEDERAL EXPRESS

July 2, 1999

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

Subject: LOUEM, INC.

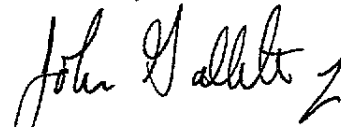
600002924206--6
-07/06/99--01143--008
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00. Please send me a copy of the filed Articles to my office at, 4100 A1A South, St. Augustine, Florida 32084.

If you have any questions, please do not hesitate to contact me.

Sincerely,


John Galletta Jr.

JG:lh

FILED
99 JUL -6 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4100 A1A SOUTH • SAINT AUGUSTINE, FLORIDA • 32084
PHONE: (904) 461-6644 • FAX: (904) 461-6644

TS 7/14/99

ARTICLES OF INCORPORATION
OF

LOUEM, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is

LOUEM, INC.

ARTICLE II

The existence of the Corporation shall begin on June 8, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 1030 State Road 206 East, St. Augustine, Florida 32086.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 4100 AlA South, St. Augustine, Florida 32084. The initial registered agent for the Corporation at that address is John Galletta, Jr., Esquire.

ARTICLE VI

The initial board of directors shall consist of 1 member(s). This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

FILED
99 JUL -6 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Address
Eleanor Paucek	1030 State Road 206 East St. Augustine, Florida <u>32086</u>

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Eleanor Paucek	State Road 206 East St. Augustine, Florida <u>32086</u>

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators has executed these articles of incorporation on June 30, 1999.

Eleanor Paucek

Name: Eleanor Paucek

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BOUEN, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

John Galletta, Jr.

Name: John Galletta, Jr.,
Esquire

Date: June 30, 1999

FILED
 99 JUL -6 AM 10:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA