CERS . 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173 ACCT. #FCA-14 CONTACT: CINDY HICKS DATE: **REF. #:** CORP. NAME: RTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION) ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME) FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY () REINSTATEMENT () MERGER () WITHDRAWA) CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3 () OTHER: STATE FEES PREPAID WITH CHECK# 100 AUTHORIZATION FÖR ACCOUNT IF TO BE DEBITED: COST LIMIT: \$ PLEASE RETURN: **CERTIFIED COPY** () CERTIFICATE OF GOOD STANDING) CERTIFICATE OF STATUS Examiner's Initials

ARTICLES OF INCORPORATION

<u>OF</u>

NRJ SOCIETÉ CORPORATION



Common

ARTICLE I

The name of the corporation is NRJ SOCIETÉ CORPORATION (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 247 S.W. 8th Street, Suite 175, Miami, FL 33130.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Par Value Class of Authorized Per Share Stock 100,000 No par value

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 247 S.W. 8th Street, Suite 175, Florida, 33130, City of Miami, County of Dade, and the name of its initial registered agent at such office is Gavriel Mairone.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successor is duly elected and qualified is:

> Gavriel Mairone 247 S.W. 8th Street Suite 175 Miami, FL 33130

ARTICLE VII

The name of the Incorporator is Gavriel Mairone and the address of the Incorporator is 247 S.W. 8th Street, Suite 175, Miami, Florida 33130.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Copporation Act of the State of Florida has signed these Articles of Incorporation this 2 day of October, 1999.

> Gavriel Mairone Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of NRJ SOCIETÉ CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section \$67.0505.

y:______

Gavriel Mairone, Registered Agent

DATED: October, 1999.

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