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**Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : REJEAN LEDUC
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Smart Production of USA Corp.

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Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
SMART PRODUCTION OF USA CORP.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be "SMART PRODUCTION OF USA CORP."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is Presidential Tower, 2501 South Ocean Drive, suite 7, Hollywood, FL 33019

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Five hundred thousand (500,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Rejean Leduc,
1001 N. Federal Hwy, suite 205
Hallandale, FL 33009
(954) 457-9070

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Rejean Leduc, 1001 North Federal Hwy, Suite 205, Hallandale, Florida 33009.

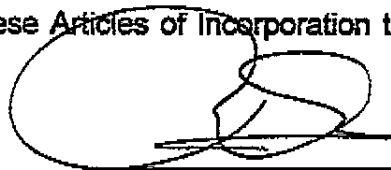
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Rejean Leduc,
1001 N. Federal Hwy, Suite 205
Hallandale, Florida 33009

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Directors are, Emile Abitbol, President, and Christophe Jacquart Secretary, chemin St-Esprit, Nans-Les-Pins (Var) France

The undersigned has executed these Articles of Incorporation this 24th day of November, 1999.



Rejean Leduc, Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: November 24 , 1999.



REJEAN LEDUC,
Registered Agent

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