

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

April 05, 2005



A handwritten signature in black ink, appearing to read "R. A. J.", is written over the printed title.

Secretary of State

CT-07

F-050405000021

CERTIFICATE OF INCORPORATION

OF

THE FRENCH WILL NEVER FORGET, INC

(Under Section 402 of the Not-for-Profit Corporation Law)

THE UNDERSIGNED, a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, does hereby certify as follows:

FIRST: The name of the corporation is The French Will Never Forget, Inc.

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the New York Not-for-Profit Corporation Law, and is a Type B corporation under section 201 of such law.

THIRD: The purposes for which the Corporation is formed are to conduct the following activities, which are exclusively charitable, literary and educational within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law) (the "Internal Revenue Code"):

(1) To promote French American friendship and improve relations between France and the United States through organizing special events, conferences, symposium and developing materials for the better understanding of the culture and the people of the respective countries, in both the United States and France; to organize and sponsor fund raising events, to solicit gifts, contributions and grants for these purposes; and conduct any and all other activities as shall from time to time be found appropriate in connection with the foregoing purposes and as are lawful for not-for-profit corporations.

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(2) To operate without pecuniary profit or financial gain in fulfilling the purposes stated above.

FOURTH: Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities listed in Section 404(b) through (t) of the Not-for-Profit Corporation Law.

FIFTH: The Corporation shall not receive gifts, contributions or grants of money or property which result in special benefit to the donor, or are subject to restrictions detrimental to the general welfare of the public at large.

SIXTH: The Corporation is not formed for pecuniary profit or for financial gain, and no part of the assets, income or profit of the Corporation shall be distributed to or inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual. However, reasonable compensation may be paid for services rendered on behalf of the Corporation in furtherance of one or more of its corporate purposes.

SEVENTH: The office of the corporation is to be located in The County of New York, State of New York.

EIGHTH: The territory in which the operations of the corporation will principally be conducted is The City of New York. However, the Corporation's activities shall not be limited to such territory and may be conducted throughout the State of New York, the United States, its territories and possessions, and the rest of the world.

NINTH: The names and addresses of the persons constituting the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Paul Bensabat	c/o Salans, 620 Fifth Avenue, New York, NY 10020
Jean Pierre Heim	c/o Salans, 620 Fifth Avenue, New York, NY 10020

Patrick Dutertre c/o Salans, 620 Fifth Avenue, New York, NY 10020
Christian Millet c/o Salans, 620 Fifth Avenue, New York, NY 10020
TENTH: The Secretary of State is designated as agent of the Corporation

upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon is:

c/o Salans
620 Fifth Avenue
New York, New York 10020

ELEVENTH: Prior to delivery to the Department of State for filing, all approvals or consents required by the Not-for-Profit Corporation Law or any other statute will be endorsed upon or annexed to this Certificate of Incorporation.

TWELFTH: Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. Further, the Corporation shall not carry on any activities forbidden to be carried on by a corporation when contributions to it are deductible for Federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

THIRTEENTH: For those periods, if any, during which the Corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, the income of the Corporation for each taxable year shall be distributed at a time and in a manner so as not to

subject the Corporation to tax under Section 4942 of the Internal Revenue Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code, shall not make investments so as to subject it to tax under Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

FOURTEENTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

FIFTEENTH: If the Corporation is dissolved, none of its assets shall be distributed to any director, trustee, officer or employee of the Corporation, or to any private individual. Upon dissolution, all assets, after payment of the Corporation's obligations, shall be transferred or distributed to an organization or organizations at the time qualified under Section 501(c)(3) of the Internal Revenue Code, and subject to the then applicable provisions of the Not-for-Profit Corporation Law of the State of New York, including approval by a Justice of the Supreme Court of the State of New York, if required, as determined by the Board of Directors.

SIXTEENTH: The incorporator and all initial directors are at least 18 years of age.

IN WITNESS WHEREOF, the undersigned has made and signed this Certificate
this 31st Day of March, 2005 and affirms the statements contained therein as true under
penalties of perjury.

/s/ Joanne Elia

Joanne Elia
Incorporator
Salans
620 Fifth Avenue
New York, NY 10020
USA