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FLORIDA PROFIT CORPORATION OR P.A.

USI PATENTED TECHNOLOGY, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2000

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
FOR
USI PATENTED TECHNOLOGY, INC.

EFFECTIVE DATE
5-22-00

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

ARTICLE I.

The name of the corporation is: USI PATENTED TECHNOLOGY, INC.

ARTICLE II.

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be the date of execution.

ARTICLE III.

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any and all activities for which a corporation may be organized under the laws of the State of Florida. Additionally, the corporation shall have all the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV.

The corporation shall have the authority to issue not more than Ten Million (10,000,000) shares of a common class with a par value of \$0.001 per share which shall be designated "Common Shares".

ARTICLE V.

The shareholders are hereby granted preemptive rights. Each shareholder, upon the

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sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others, which price may be in excess of par.

ARTICLE VI.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE VII.

The corporation's initial principal office and street address are:

**USI PATENTED TECHNOLOGY, INC.
511 N.E. 94TH STREET
MIAMI SHORES, FLORIDA 33138.**

The name and address of the corporation's initial registered agent is:

**ANDREW S. YAGODA
1001 W. CYPRESS CREEK RD., SUITE 320
FORT LAUDERDALE, FLORIDA 33309.**

ARTICLE VIII.

The number of directors constituting the initial Board of Directors shall be two (2).

The name and street address of the initial officers and directors are:

**Director
President & Chairman of
Board**

**Stuart Cooper
511 N.E. 94th Street
Miami Shores, Florida 33138**

**Director
Vice President & Treasurer**

**Menahem Yaluz
P.O. Box 124
Yavneal, Israel 15225**

**Director
Secretary**

**Andrew S. Yagoda
1001 W. Cypress Creek Rd., Ste 320
Fort Lauderdale, Florida 33309**

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ARTICLE VIII.

The names and street addresses of the incorporator(s) are:

Stuart Cooper
511 N.E. 94th Street
Miami Shores, Florida 33138

ARTICLE X.

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED in Miami-Dade County, Florida this 22 day of May, 2000.


Stuart Cooper, Incorporator

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

Pursuant to the provisions of sections 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida. This statement shall be made a part of the Articles of Incorporation of the corporation.

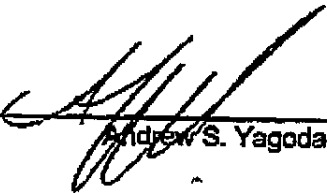
The name of the corporation and its registered office is:

USI PATENTED TECHNOLOGY, INC.
511 N.E. 94TH STREET
MIAMI SHORES, FLORIDA 33138.


The name and address of the corporation's initial registered agent is:

ANDREW S. YAGODA
1001 W. CYPRESS CREEK RD., SUITE 320
FORT LAUDERDALE, FLORIDA 33309.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Andrew S. Yagoda



(Date)

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