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LAW OFFICES  
MARTIN R. MALLINGER, P.A.

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MARTIN R. MALLINGER

March 5, 2002

VIA UPS NEXT DAY AIR

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-03/12/02-01078-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

New Filing Section  
Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee FL 32314

RE: AWA USA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 12 PM 3:10

Dear Sir or Madam:

Enclosed herewith please find the original, executed Articles of Incorporation for the above-referenced Florida corporation and our check in the amount of \$78.75, representing the filing fee for same and the cost of a certified copy thereof. Please process the enclosures at your earliest convenience and forward a certified copy of the filed articles to the undersigned.

Thank you for your anticipated attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek  
Secretary to Martin R. Mallinger

/smp  
Encl.  
(C:\... \AWAUSA\1366.001\SECRETARYOFSTATE01)

mc 3/19

**ARTICLES OF INCORPORATION**

**OF**

**AWA USA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 12 PM 3:10

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be AWA USA, INC. The principal place of business of the corporation shall be 1450 S.W. 10<sup>th</sup> Street, Suite 3B, Delray Beach, FL 33444.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage in or transact 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.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

This corporation shall have initially 2 (two) directors. The names and street addresses of the initial members of the Board of Directors are: SERGIO MOTTANA, 1450 S.W. 10<sup>th</sup> Street, Suite 3B, Delray Beach, FL 33444; and BARRY GLOBERMAN, 1450 S.W. 10<sup>th</sup> Street, Suite 3B, Delray Beach, FL 33444.

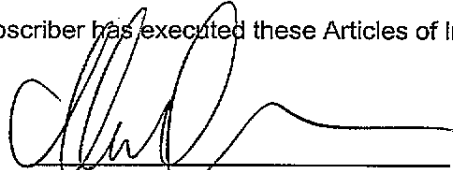
**ARTICLE VII. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are: SERGIO MOTTANA, President, 1450 S.W. 10<sup>th</sup> Street, Suite 3B, Delray Beach, FL 33444; and BARRY GLOBERMAN, Secretary/Treasurer, 1450 S.W. 10<sup>th</sup> Street, Suite 3B, Delray Beach, FL 33444.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Martin R. Mallinger, P.A., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.



IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4<sup>th</sup> day of MARCH, 2002.

  
MARTIN R. MALLINGER (SEAL)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

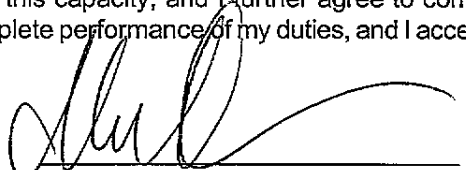
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared MARTIN R. MALLINGER, to me personally known or who produced a valid Florida driver=s license as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 4<sup>th</sup> day of MARCH, 2002.

  
NAME: LORRAINE MARIE POLLACHEK  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
COMMISSION NO. \_\_\_\_\_  
MY COMMISSION EXPIRES \_\_\_\_\_  
 Lorraine Marie Pollachek  
Commission # CC 932632  
Expires April 30, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

  
MARTIN R. MALLINGER  
REGISTERED AGENT  
DATE: MARCH 4, 2002

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 12 PM 3:10