

P03000002100

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

solution design usa corp.

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

January 7, 2003

EMPIRE

SUBJECT: SOLUTION DESIGN USA CORP.
REF: W03000000401

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

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Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H03000005409
Letter Number: 603A00000686

H030000005409
ARTICLES OF INCORPORATION

6

OF

SOLUTION DESIGN USA CORP.

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

Solution Design USA Corp.
2350 NE 135th Street, Suite 810
North Miami, FL 33181

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Leonel Rocha
2350 NE 135th Street, Suite 810
North Miami, FL 33181

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Dirley Giacomin	2350 NE 135th Street, Suite 810 North Miami, FL 33181

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.


ARTICLE VII
INCORPORATORS

The name and post office of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
Leonel Rocha	2350 NE 135 th Street, Suite 810 North Miami, FL 33181

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his hand and seal this

30 day of DECEMBER, 2002.

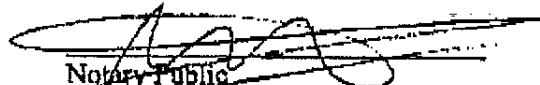


Leonel Rocha

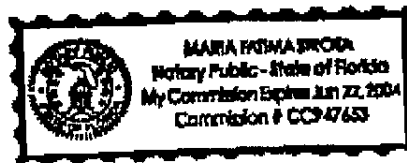
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE to take acknowledgments, personally appeared **Leonel Rocha**, the person described as Incorporator in the foregoing Articles of Incorporation, who is personally known to me or who presented the following identification:

WITNESS my hand and seal at Miami, DADE County, Florida
this 30 day of DECEMBER, 2002.


Notary Public
State of Florida

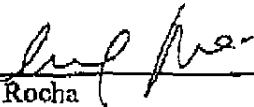
My Commission expires:



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**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
Leonel Rocha, as its Registered Agent to accept service of process within this State.



Leonel Rocha

The undersigned hereby accepts the foregoing designation as Registered Agent
for service of process within the State of Florida, and agrees to comply with the
provisions of the law applicable to said designation.



Leonel Rocha

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