

P95000003493

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 AM 10:50

SUBJECT: Priority USA, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM: Ballantyne Accounting Services, Inc.
Name
903 N. Pine Hills Road
Address
Orlando, FL 32808
City, State, & Zip
(407) 298-0122
Telephone Number

400001978654
-01/12/95--01095--007
*****70.00 *****70.00

Note: Additional copy of articles is needed only when certified copy is requested.

KAN 1-13

95 JAN 12 AM 10:50

ARTICLES OF INCORPORATION

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

I

The name of the Corporation is: PRIORITY USA, INC. address of the Corporation's principal office is:

4669 WEST IRLO BRONSON MEMORIAL HWY
KISSIMMEE, FL 34 46

II

The duration of the Corporation is perpetual.

III

The purposes for which the Corporation is organized are:

1. TO ENGAGE IN THE BUSINESS OF SALES AND MARKETING FOR THE PUBLIC.
2. TO TRANSACT ANY OTHER BUSINESS THAT CORPORATIONS MAY LAWFULLY TRANSACT UNDER THE FLORIDA GENERAL CORPORATIONS ACT.

IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS ONE THOUSAND (1000.00). SUCH SHARES SHALL BE OF A SINGLE CLASS AND SHALL HAVE A PAR VALUE OF 1 DOLLAR PER SHARE.

V

The initial Officer(s) and Director(s) and their addresses of the Corporation are:

KUANG-LI WU
4669 W. IRLO BRONSON MEMORIAL HWY.
KISSIMMEE, FL 34746

VI

The street address of the initial registered office of the Corporation is:

903 N. PINE HILLS ROAD
ORLANDO, FL 32808

VII

The name of the initial Registered Agent is:

JOHN R. BALLANTYNE

VIII

The number of directors constituting the initial Board of Directors of the Corporation is ONE (1). The name and address of the persons who are to serve as members of the initial Board of Directors is:

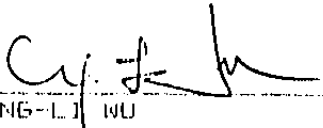
KUANG-LI WU
4669 W. IRLO BRONSON MEMORIAL HWY.
KISSIMMEE, FL 34746

D.

The name and address of each Incorporator is:

KUANG-LI WU
4667 W. IRLO BRONSON MEMORIAL HWY.
EISSIMMER, FL 34746

Executed by the undersigned at Orlando, FL on the 10 day of
JANUARY 1995

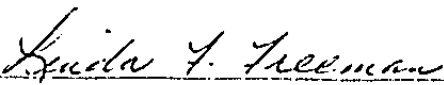


KUANG-LI WU

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority duly authorized in the State and
County aforesaid, personally appeared KUANG-LI WU known to be the
person described as the subscriber and who executed the foregoing
Articles of Incorporation and that it is true and correct to the best
of my knowledge.

DATED this 10th day of JANUARY 1995



Notary Public

PAGE 3 OF 4

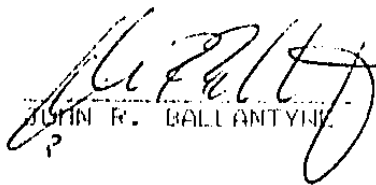


LINDA F FREEMAN
My Commission CC379692
Expires Jun. 27, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

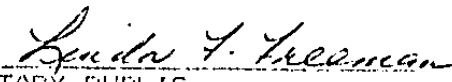
I, JOHN R. BALLANTYNE, agree to accept the designation of Registered Agent for PRIORITY USA, INC. as the registered Agent. I agree to accept service of Process and to comply with all the other requirements of the Florida Statutes, Chapter 607 which apply to my capacity as Registered Agent.

DATED this 10th day of JANUARY 1995



JOHN R. BALLANTYNE

Sworn to and subscribed before me this 10th day of JANUARY 1995



NOTARY PUBLIC



LINDA F FREEMAN
My Commission CC379092
Expires Jun. 27, 1998
Bonded by HAI
800-422-1555

PAGE 4 OF 4