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Florida Department of State
Division of Corporations
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From:

Account Name : EAS-T CORP. AGENTS, INC.
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

USIU GROUP, INC.

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CERTIFICATE OF INCORPORATION
OF
USIU GROUP, INC.

We, the undersigned, subscribers to these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be:

USIU GROUP, INC.

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct any and all business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more officers in and buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 per share. Such stock may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 100 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Hundred Dollars (\$100.00).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to the laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be 9999 Sunset Drive Suite 205, Miami, Florida 33173. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by a Board of Directors and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The member of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholder meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS:

The name and the post office address of the member of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, Shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Julio C. Moreno
9999 Sunset Drive Suite 205
Miami, Florida 33173

Julio C. Moreno, Jr.
9999 Sunset Drive Suite 205
Miami, Florida 33173

ARTICLE IX, SUBSRIBERS:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follows:

Julio C. Moreno
9999 Sunset Drive Suite 205
Miami, Florida 33173

Julio C. Moreno, Jr.
9999 Sunset Drive Suite 205
Miami, Florida 33173

50 Shares

50 Shares

ARTICLE X, OFFICERS:

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation , the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:


Julio C. Moreno
9999 Sunset Drive Suite 205
Miami, Florida 33173


Julio C. Moreno, Jr.
9999 Sunset Drive Suite 205
Miami, Florida 33173

ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by the laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved by the Stockholders' meeting by a majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file this Certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on this _____ day of _____, 2000.


Julio C. Moreno
President, Treasurer


Julio C. Moreno, Jr.
Vice-President, Secretary

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

USIU Group, Inc.

2. The name and address of the registered agent and office is:

**Julio C. Moreno
9999 Sunset Drive Suite 205
Miami, Florida 33173**

Signature *[Signature]*

Title _____

Date _____

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.

Signature *[Signature]*

Date _____

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