

P00000007536

Requester's Name

Address

CIN USA, INC
485 MEANDER LANE
CANTONMENT FL 32533

800003098808-5
-01/14/00-01046-013
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 14 PM 5:34

Examiner's Initials

[Handwritten Signature]
1/24/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 14 PM 5: 34

ARTICLES OF INCORPORATION
of
IN USA, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is IN USA, INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

485 MEANDER LANE
CANTONMENT, FL 32533

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

MICHAEL MESURE
485 MEANDER LANE

Initials: M M

ESCAMBIA County
CANTONMENT, FL 32533

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

MICHAEL MESURE
485 MEANDER LANE
CANTONMENT, FL 32533

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

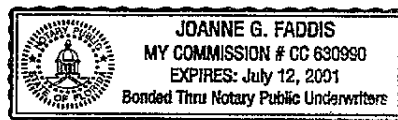
Michael Measure

MICHAEL MESURE, Incorporator
485 MEANDER LANE
CANTONMENT, FL 32533

State of FLORIDA, County of ESCAMBIA, ss:

Subscribed and sworn to (or affirmed) before me this 12th day of January, 2000

Joanne Faddis
Notary Public



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 14 PM 5:34

IN USA, INC.
485 MEANDER LANE
CANTONMENT, FL 32533

January 12, 2000

Florida Department of State
Sandra B. Mortham, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

I, Michael Measure, hereby accept the appointment as Registered Agent of IN USA, Inc. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes with regard to the duties and responsibilities as Registered Agent.

Signature *Michael Measure*
Title *President*
Date *1/11/2000*