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E. WAYNE WALLHAUSEN, Esq.  
4174 Inverrary Dr., Suite 1009  
Lauderhill, FL 33319  
(954) 486-6836  
e-mail: ewwall@aol.com

January 19, 2000

Office of the Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300003107883--2  
-01/24/00--01080--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Application for Articles of Incorporation of:  
USA - VERSANDHAUS, INC.

Gentlemen:

Enclosed please find two copies of the application for issuance of Articles of Incorporation for the above referenced corporation. Please file the same as appropriate. Also enclosed is my check for \$70.00 for the cost of incorporation and the Agent for Service fee.

Thank you for your consideration in this matter.

If there are any question, please do not hesitate to call.

Sincerely,

  
Wayne Wallhausen

FILED  
00 JAN 24 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Member:  
Florida State Bar  
State Bar of Georgia

gj1/31

**ARTICLES OF INCORPORATION  
OF  
USA - VERSANDHAUS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**Article I  
Name**

The Name of the corporation shall be:

**USA - VERSANDHAUS, INC.**

The principal place of business and mailing address of this corporation shall be:

4174 Inverrary Dr.  
Suite 1009  
Lauderhill, FL 33319

FILED  
00 JAN 24 AM 9:19  
CLERK OF DISTRICT  
TALLAHASSEE, FLORIDA

**Article II  
Nature of Business**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United State, the State of Florida or any other state, country, territory or nation.

**Article III  
Capital Stock**

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock at a \$0.001 par value.

**Article IV  
Registered Agent**

The initial registered office of the corporation shall be:

4174 Inverrary Dr.  
Suite 1009  
Lauderhill, FL 33319

and the name of the initial registered agent at said address shall be:

E. Wayne Wallhausen, Esq.

**Article V**  
**Term of Existence**

This corporation shall have perpetual existence.

**Article VI**  
**Preemptive Rights**

Shareholders of the corporation shall not have preemptive rights.

**Article VII**  
**Special Provisions**

The stock of this corporation shall qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder by specific action of the Board of Directors. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance if so directed by the Board of Directors.

**Article VIII**  
**Election of Subchapter S**

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

**Article IX**  
**Officers and Directors**

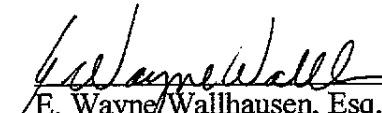
The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

**Article X**  
**Incorporator**

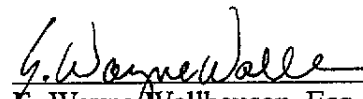
The name and address of the incorporator to these Articles of Incorporation is:

E. Wayne Wallhausen, Esq.  
4174 Inverrary Dr.  
Suite 1009  
Lauderhill, FL 33319

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 19<sup>th</sup> day of Jan, 2000.

  
E. Wayne Wallhausen, Esq.  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE  
ARTICLES OF INCORPORATION, 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  
607.0505, FLORIDA STATUTES.

  
E. Wayne Wallhausen, Esq.  
Agent for Service

E. Wayne Wallhausen, Esq.  
4174 Inverrary Dr.  
Suite 1009  
Lauderhill, FL 33319  
(954) 486-6836

00 JAN 24 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED