

P00000012448
TRANSMITTAL LETTER

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

700003116347--3
-01/31/00--01106--001
*****70.00 *****70.00

SUBJECT: BARCODE USA CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00 \$78.75 \$122.50 \$131.25

FROM: JAMES A. YAMADA
Name (printed or typed)
3211 AUDUBON COURT
Address
TARPON SPRINGS, FL 34689
City, State & Zip
(727) 791-9805
Daytime Telephone number

EFFECTIVE DATE
2-1-2000

00 JAN 31 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

NOTE: Please provide the original and one copy of the articles.

CB
2-4-00
4

EFFECTIVE DATE
2-1-2000

**ARTICLES OF INCORPORATION FOR
BARCODE USA CORPORATION**

THE UNDERSIGNED incorporator, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: **BARCODE USA CORPORATION**

ARTICLE II

PRINCIPAL OFFICE

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

3211 Audubon Court, Tarpon Springs, FL 34689

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ARTICLE III

SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial Registered Agent is designated as James A. Yamada.

The street address of the initial registered agent of this corporation in the State of Florida is 3211 Audubon Court, Tarpon Springs, FL 34689.

ARTICLE V

INCORPORATOR

The name and street address of the undersigned as incorporator to these Articles of Incorporation is: James A. Yamada; 3211 Audubon Court; Tarpon Springs, FL 34689.

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TALLAHASSEE FLORIDA

ARTICLE VI

PURPOSE OF CORPORATION

The corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

ARTICLE VII

DIRECTORS

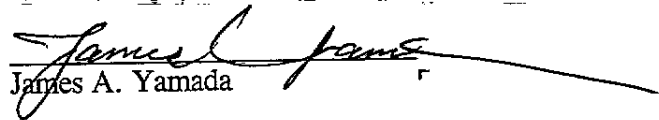
The initial Director of the corporation is James A. Yamada; 3211 Audubon Court, Tarpon Springs, FL 34689.

ARTICLE VIII

DATE OF INCEPTION

The date of the corporate existence shall begin February 1, 2000 when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of January, 2000.


James A. Yamada

STATE OF FLORIDA
COUNTY OF Pinellas

I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State and county above named to take acknowledgements, personally appeared James A. Yamada, who did produce Florida Drivers License as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 28th day of January, 2000.

NOTARY PUBLIC:
Sign Kristie L. Henin
Kristie L. Henin
My Commission Expires:
12-21-00



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 is: BARCODE USA CORPORATION

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

JAMES A. YAMADA

(Name)

3211 AUDUBON COURT

(P.O. Box not acceptable)

TARPON SPRINGS, FL 34689

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James A. Yamada (Signature) *January 28, 2000*