



BRUCE E.
SHEMROCK, ESQ.
ATTORNEY AT LAW

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FILED

00 MAR 17 PH 2: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-03/17/00--01069--015

*****78.75 *****78.75

RE: COUNTRYLINK USA, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 filing fee to register the above-named corporation under the Florida Business Corporations Act.

FROM: Bruce E. Shemrock, Esq.
2701 W. Oakland Park Blvd, Suite 100
Ft Lauderdale, FL 33311
PHONE: 954.453.3368

Please use the address below for all correspondence:

Sincerely,


Bruce E. Shemrock, Esq.

2701 WEST OAKLAND PARK BLVD., SUITE 100, FORT LAUDERDALE, FLORIDA 33311

PHONE: 954.453.3368 FAX: 954.453.3193

3/23/00

**ARTICLES OF INCORPORATION
OF
COUNTRYLINK USA, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

COUNTRYLINK USA, INC.

ARTICLE II PRINCIPAL OFFICE

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

2701 W. Oakland Park Blvd., Suite 315
Ft Lauderdale, FL 33311

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Bruce E. Shemrock, Esq.
2701 W. Oakland Park Blvd., Suite 100
Ft Lauderdale, FL 33311

ARTICLE V INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

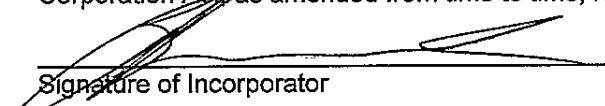
Bruce E. Shemrock, Esq.
2701 W. Oakland Park Blvd., Suite 100
Ft Lauderdale, FL 33311

ARTICLE VI AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VII CONTROL-SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to Control-share acquisitions.



Signature of Incorporator

3/3/00

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 am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

3/3/00