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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : ACE INDUSTRIES, INC.  
Account Number : 070744001530  
Phone : (305) 358-2571  
Fax Number : (305) 358-7832

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MARKET HOLDINGS (U.S.A.), INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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Articles of Incorporation of:  
**MARKET HOLDINGS (U.S.A.), INC.**

Article I Name:  
**MARKET HOLDINGS (U.S.A.), INC.**

Article II Principal Office:  
4134 Gulf of Mexico Drive, Suite 302, Longboat Key  
Florida 34228

Article III Capital Stock:  
The Corporation is authorized to have 7,500 shares of common stock with par value of  
\$1.00 (one dollar) each

Article IV Terms of Existence:  
The term for which the corporation shall exist shall be perpetual, commencing on the filing  
of these Articles with the Secretary of State, State of Florida.

Article V Nature of business:  
This corporation is organized for the purpose of engaging in and transacting any or all  
lawful business permitted under the laws of the State of Florida or any other State of the  
United States.

Article VI Name & Address of Incorporator (s)  
Fedele John DiSalvo  
4134 Gulf of Mexico Drive, Suite 302, Longboat Key  
Florida 34228

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TALLAHASSEE, FLORIDA

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Article VII Initial Board of Directors:

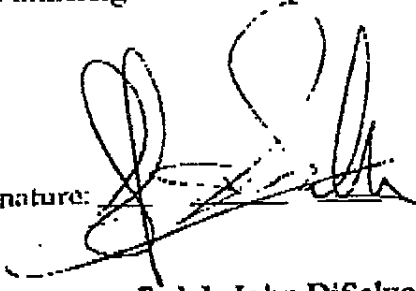
This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the one initial Director of this corporation is:

Fedele John DiSalvo, President  
4134 Gulf of Mexico Drive, Suite 302, Longboat Key  
Florida 34228

The undersigned have executed these articles of incorporation this:

30th of May, 2000

Signature:



Name: Fedele John DiSalvo

Title: President

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Certificate of Designation Registered Agent/Registered Office

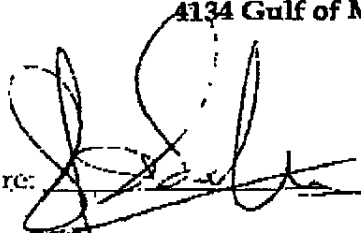
The name of the Corporation is:

MARKET HOLDINGS (U.S.A.), INC.

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

Fedele John DiSalvo  
4134 Gulf of Mexico Drive, Suite 302, Longboat Key  
Florida 34228

Signature:



Name: Fedele John DiSalvo

Title: President

Date: 05/30/00

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TALLAHASSEE, FLORIDA

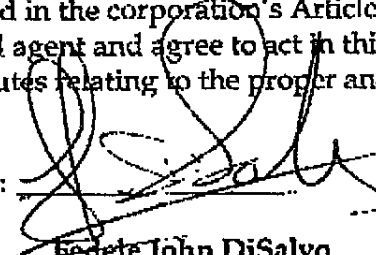
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Acceptance of appointment as  
Registered Agent for

MARKET HOLDINGS (U.S.A.), INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, 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.

Signature:



Name: Fedele John DiSalvo

Title: President

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