

P00000054046



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 719439 10811A

AUTHORIZATION

COST LIMIT : \$ 78.75

Patricia Pujols

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -5 PM 2:21

ORDER DATE : June 5, 2000

ORDER TIME : 9:43 AM

ORDER NO. : 719439-005

000003276240--3

CUSTOMER NO: 10811A

CUSTOMER: Donald C. Sider, Esq
DONALD C. SIDER & ASSOCIATES,
150 East Boca Raton Road
Boca Raton, FL 33432

DOMESTIC FILING

NAME: THE MOST INCREDIBLE COMPANY
IN THE USA, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN -5 AM 11:26

RECEIVED

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 JUN -5 PM 2: 21

OF

THE MOST INCREDIBLE COMPANY IN THE USA, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

THE MOST INCREDIBLE COMPANY IN THE USA, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$1.00 per share.

All of said shares shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Allen N. Isrow
150 East Boca Raton Road
Boca Raton, Florida 33432

ARTICLE VI

This corporation shall have two (2) directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Allen N. Isrow
150 East Boca Raton Road
Boca Raton, Florida 33432

John Faraday
150 East Boca Raton Road
Boca Raton, Florida 33432

The number of directors may be increased or decreased from time to time pursuant to the By-Laws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Donald C. Sider
150 East Boca Raton Road
Boca Raton, Florida 33432

ARTICLE VIII

The mailing address of the corporation is:

150 East Boca Raton Road
Boca Raton, Florida 33432

ARTICLE IX- SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

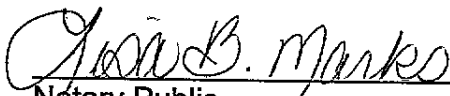
Executed at Boca Raton, Florida, this 26th day of May, 2000.



DONALD C. SIDER, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of May, 2000, by DONALD C. SIDER. He is personally known to me and did not take an oath.



Notary Public
(SEAL)



Lisa B. Marks
MY COMMISSION # CC812344 EXPIRES
July 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

00 JUN -5 PM 2: 21

Having been appointed the registered agent of THE MOST INCREDIBLE
COMPANY IN THE USA, INC., the undersigned accepts such appointment and agrees to
act in such capacity.

Dated this 1st day of June, 2000.



ALLEN N. ISROW, Registered Agent