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THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III
DONALD M. ALLISON*
TODD C. DROSKY†

TELEPHONE (561) 368-5758
TELECOPIER (561) 395-0917

OF COUNSEL
GARY L. BLUM♦

*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

♦ Admitted in New York
Not Admitted in Florida

June 13, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
ADS, USA, Inc.

Dear Sir or Madam:

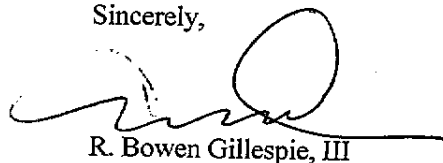
Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process May Be Served, and a check in the amount of \$122.50, representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>

TOTAL: \$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible in the enclosed Federal Express envelope. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,



R. Bowen Gillespie, III

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00 JUN 19 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 22, 2000

GILLESPIE & ALLISON, P.A.
ATTN: R. BOWEN GILLESPIE, III
1515 SOUTH FEDERAL HWY STE 300
BOCA RATON, FL 33432

SUBJECT: ADS USA, INC.
Ref. Number: W00000015937

We have received your document for ADS USA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 300A00035459

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

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00 JUN 19 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**I.
CORPORATE NAME**

The name of this corporation shall be:

ADS USA, INC.

**II.
PRINCIPAL OFFICE**

The principal office of this corporation shall be located at 1900 N.W. 32nd Street, Pompano Beach, Florida 33064.

**III.
NATURE OF CORPORATE BUSINESS**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**IV.
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5000) shares of common stock at One Dollar (\$1.00) par value per share.

**V.
DURATION**

The corporation shall have perpetual existence.

**VI.
INITIAL REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

R. Bowen Gillespie, III
Suite 300, 1515 South Federal Highway
Boca Raton, Florida 33432

**VII.
INCORPORATOR**

The name and address of the Incorporator is:

R. Bowen Gillespie, III
Suite 300, 1515 South Federal Highway
Boca Raton, Florida 33432

**VIII.
BOARD OF DIRECTORS**

The number of directors may be altered from time to time by Bylaws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of the directors of this corporation are:

Dale Easton
1900 NW 32nd Street
Pompano Beach, Florida 33064

Marta Prado
1900 NW 32nd Street
Pompano Beach, Florida 33064

**IX.
INFORMAL SHAREHOLDER ACTION**

If all the shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.

X.
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XI.
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent, are filed with the secretary of the corporation the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

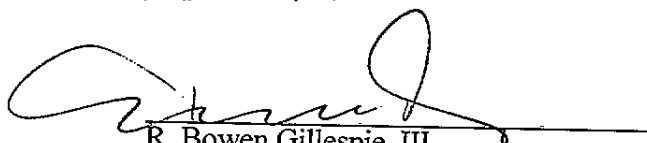
XII.
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII.
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment shall be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 13th day of June, 2000.


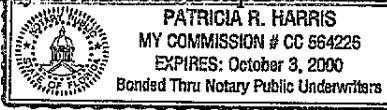

R. Bowen Gillespie, III
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. Bowen Gillespie, III, who, to me is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 12th day of June, 2000.


Print: _____
Notary Public
My Commission expires: _____


**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE
STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED

00 JUN 19 PM 2: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

ADS USA, INC.

under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, has named R. Bowen Gillespie, III at 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432, as its agent to accept service of process with this State.

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I, the undersigned, hereby accept to act in the capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



R. Bowen Gillespie, III
Resident Agent

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