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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: USA FIBERS, INC.

We are enclosing an original and one copy of the Articles of Incorporation for the above mentioned corporation along with a check in the amount of \$78.75. Please send us a certified copy of the articles of incorporation. Thank you.

SIGNED: Judith Dal Farra

JUDITH DAL FARRA, C.P.A.
1465 N.W. 97 AVE.
MIAMI, FL 33172
TEL. (305) 591-8787
FAX (305) 591-0707

Thank you.

800003403998--4
-09/26/00-01035-002
*****78.75 *****78.75

JUDITH DAL FARRE GAVE

AUTHORIZATION BY PHONE TO

CORRECT CORP NAME

DATE

DOC. EXAM. 9/28/00

W-23400
PH 9/28/00

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: USA FIBERS, INC.

ARTICLE II PRINCIPAL OFFICE

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

1465 N.W. 97 AVE.

MIAMI, FLORIDA 33172

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JUDITH DAL FARRA, C.P.A.

1465 N.W. 97 AVE.

MIAMI, FLORIDA 33172

ARTICLE V INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is:

MICHELE TROIA - PRESIDENT

1465 N.W. 97 AVE.

MIAMI, FLORIDA 331724

The undersigned has executed these Articles of Incorporation this 21st day of September, 2000.


Michele Troia, Incorporator

CERTIFICATE OF DESIGNATION

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REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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:

USA FIBERS, INC.

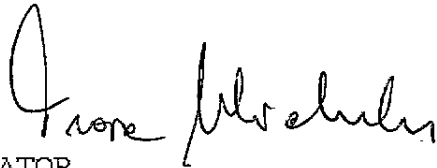
2. The name and address of the registered agent and office is:

JUDITH DAL FARRA, C.P.A.

1465 N.W. 97 AVE.

MIAMI, FLORIDA 33172

Signature:

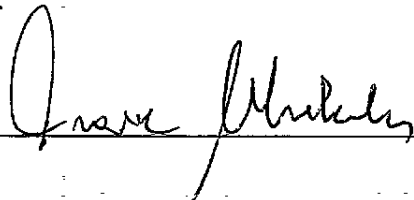


Title: INCORPORATOR

Date: 09/21/2000

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.

Signature:



Date: 09/21/2000