

LAW OFFICES  
OF

*N. Michael Kouskoutis, P. A.*

35 WEST LEMON STREET  
TARPON SPRINGS, FLORIDA 34689  
PHONE: (727) 942-3631 • FAX: (727) 937-5453

N. MICHAEL KOUSKOUTIS  
ATTORNEY AT LAW

PO00000093827

September 29, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: U.S. MARKETING SOLUTIONS, INC.

100003411781--1  
-10/02/00--01123--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for U.S. MARKETING SOLUTIONS, INC., together with our check in the amount of \$78.75 to cover the filing fee and Certificate of Incorporation. Kindly file the original Articles and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Very truly yours,

*Karen Haury*  
Karen Haury

/klh  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT -2 PM 3:25

g 10/4/00

ARTICLES OF INCORPORATION  
OF  
U.S. MARKETING SOLUTIONS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT -2 PM 3:25

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby files for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

U.S. MARKETING SOLUTIONS, INC.

The principal place of business of this corporation shall be:

7130 Red Oak Loop  
New Port Richey, FL 34654

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the initial registered office of the corporation shall be:

7130 Red Oak Loop  
New Port Richey, FL 34654

The initial registered agent of the corporation is Dennis Gallagher, whose address is 7130 Red Oak Loop, New Port Richey, FL 34654.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

#### ARTICLE VIII. DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director are:

Dennis J. Gallagher, Jr.	7130 Red Oak Loop New Port Richey, FL 34654
--------------------------	--

Paula Gallagher	7130 Red Oak Loop New Port Richey, FL 34654
-----------------	--

#### ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

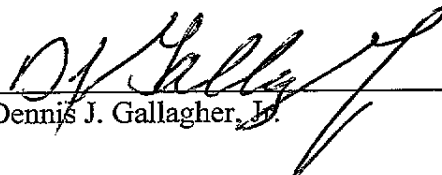
Dennis J. Gallagher, Jr.	President
7130 Red Oak Loop	
New Port Richey, FL 34654	

Paula Gallagher	Vice-President/Secretary
7130 Red Oak Loop	
New Port Richey, FL 34654	

ARTICLE X. INCORPORATOR

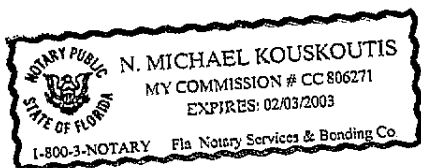
The name and street address of the incorporator to these Articles of Incorporation are:

Dennis J. Gallagher, Jr.  
7130 Red Oak Loop  
New Port Richey, FL 34654

  
Dennis J. Gallagher, Jr.

STATE OF FLORIDA  
COUNTY OF PINELLAS

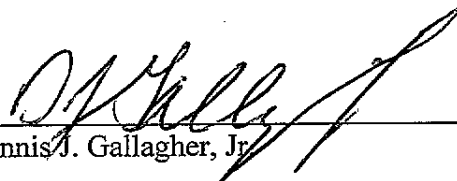
28 The foregoing instrument was acknowledged before me by Dennis J. Gallagher, Jr., this day of September, 2000.



  
NOTARY PUBLIC  
My Commission Expires:

ACKNOWLEDGMENT

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

  
Dennis J. Gallagher, Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT -2 PM 3:25