

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P.O.BOX 6327
Tallahassee, FL 32314

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-10/02/00--01115--007
*****87.50 *****87.50

SUBJECT: USPENNY, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50

FROM: CHRISTINE CHEW & ASSOCIATES
539 N MILLS AVE
ORLANDO, FL 32803
PHONE: 407-894-7259

FILED
00 OCT -2 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
Original and One Copy of Articles

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Articles of Incorporation
of
USPENNY INC..

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be:

USPENNY, INC.

Article II - Principal Office

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

3035 MESA VERDE DR #2906
ORLANDO FL 32837

Article III - Shares

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

100 at \$1.00

Article IV - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

JIA HONG FAN
3035 MESA VERDE DR #2906
ORLANDO FL 32837

Article V - Incorporator(s)

The name(s) and street address of the incorporator(s) to these Articles of Incorporation is(are):

JIA HONG FAN
3035 MESA VERDE DR #2906
ORLANDO FL 32837

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 27TH of SEPT., 2000.


Signature

Article VI-Officers & Directors

The names and address of the initial officers if the corporation who shall hold office
For the corporation, or until their successors are elected or appointed are:

JIA HONG FAN (PRESIDENT)
3035 MESA VERDE DR #2906.
ORLANDO FL 32837

***Certificate of Designation of
Registered Agent/Registered Office***

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

USPENNY, INC.

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

JIA HONG FAN
3035 MESA VERDE DR #2906
ORLANDO FL 32837

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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

9/27/00
DATE