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October 30, 2000

VIA PRIORITY MAIL
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -1 PM 12:49

RE: USA CAPS, Inc.

Dear Madam or Sir:

Enclosed please find the original and one copy of the Articles of Incorporation. Also enclosed is a Certificate of Designation of Registered Agent. I would be requesting a certificate of good standing. Thus, a check for 78.75 is enclosed.

Please return the copy of the Articles date stamped along with a Certificate. Should you have questions, please call me.

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*****78.75 *****78.75

Sincerely Yours,

Monika Schilcher
Monika L. Schilcher

lg 11/2/00

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

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DIVISION OF CORPORATIONS
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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is USA CAPS, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be 1400 Haverhill Drive, Trinity, Florida 34655. The mailing address of this corporation shall be P.O. Box 15852, Clearwater, Florida, 33766.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 1400 Haverhill Drive, Trinity, Florida 34655 and the initial registered agent of this corporation at such office shall be Stu Fuhrman. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The number of directors may be raised or lowered by amendment of the bylaws, but shall in no case be lower than one. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his or her successor(s) have been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Stu Fuhrman	1400 Haverhill Drive, Trinity, Florida 34655

ARTICLE VII: INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Stu Fuhrman	1400 Haverhill Drive, Trinity, Florida 34655

ARTICLE VII: PURPOSES

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be for the sale of products and to carry out any and all lawful business.

ARTICLE VIII: DURATION

The term of existence of this corporation is perpetual.

ARTICLE IX: BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



Stu Fuhrman


CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV -1 PM 12:49

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 USA CAPS, Inc.
2. The name and address of the registered agent and office is:

Stu Fuhrman 
1400 Haverhill Drive
Trinity, Florida 34655

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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


Stu Fuhrman