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JEFFREY E. CAMPION, P.A.

ATTORNEY AT LAW

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Jeffrey E. Campion  
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November 7, 2000

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: Used Universe, Inc.

900003450929--2

--11/09/00--01072--006

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Attached are two (2) copies of the Articles of Incorporation for the above-mentioned company and a check for \$78.75. I am requesting that you send me a copy of the Articles after acceptance.

If you have any questions, please advise.

Thank you.

Sincerely,

  
Jeff Campion

JC:ma

Attachments as noted.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch NOV 13 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**Used Universe, Inc.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is Used Universe, Inc. (the "Corporation").

**ARTICLE II**

**Powers**

The organization is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

**Authorized Capital**

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE IV**

**Address**

The address of the principal office of the Corporation and its mailing address is:  
c/o 644 SE 4<sup>th</sup> Ave., Ft. Lauderdale, Florida 33301.

**Preparer:** Jeffrey E. Campion  
Florida Bar No. 0125504  
644 SE 4<sup>th</sup> Ave.  
Fort Lauderdale, Florida 33301  
Telephone: 954-764-6779

Fax Audit Number:

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**ARTICLE V**  
**Registered Office and Agent**

The street address of the Corporation's initial registered office is 644 SE 4<sup>th</sup> Ave., Ft. Lauderdale, Florida 33301, and the name of the initial registered agent at such office is the law office of Jeffrey E. Campion, P.A.

**ARTICLE VI**  
**Indemnification**

The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator of the Corporation Jeffrey E. Campion, 644 SE 4<sup>th</sup> Ave., Ft. Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 2 day of November, 2000.

  
Jeffrey E. Campion, Incorporator

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Fax Audit Number: .

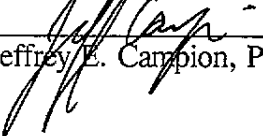
**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for Used Universe, Inc. , at the place designated in the articles of incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 7 day of November, 2000.

Jeffrey E. Campion, P.A.

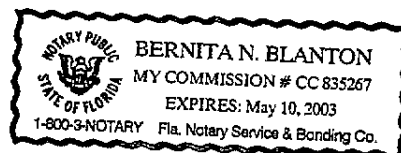
By:   
Jeffrey E. Campion, President

The foregoing instrument was acknowledged before me on this 7 day of November, 2000 by Jeffrey E. Campion, to me personally known and who has taken the oath.

Bernita N. Blanton  
Notary Public, State of Florida

BERNITA N. BLANTON  
(Print Name)  
My Commission Expires: \_\_\_\_\_

Dated as of the 7 day of November, 2000



Fax Audit Number: