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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

PSP AMERICA INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

(3)

OF

PSP AMERICA INC.

ARTICLE I
NAME

The name of the corporation shall be:

PSP AMERICA INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

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

4200 Community Drive Suite 910
West Palm Beach, Florida 33407

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV
PURPOSE(S)

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock

ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a

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PREPARED BY: TIM A. SHANE, P.A.
2255 Glades Road Suite 236 West
Boca Raton, Florida 33431
(561) 362-5551
Bar No. 368431

majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida statutes, unless limited as follows:

No limitations

ARTICLE VIII

The name and street address of the initial registered agent is:

Stephane Cottin
4200 Community Drive #910
West Palm Beach, Florida 33407

ARTICLE IX
INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is (are):

Stephane Cottin
4200 Community Drive #910
West Palm Beach, Florida 33407

ARTICLE X
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as follows:

Stephane Cottin
4200 Community Drive #910
West Palm Beach, Florida 33407

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**ARTICLE XI
INDEMNIFICATION**

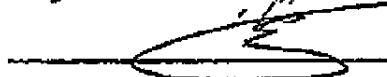
The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XII
LIMITATIONS ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this ____ day of _____, 2000.

Signature(s) of the incorporator(s)



Stephane Cottin

Typed Name of Incorporator

Typed Name of Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 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: **PSP AMERICA INC.**

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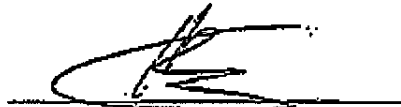
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2. The name and address of the registered agent and office is:

Stephane Cottin
4200 Community Drive #910
West Palm Beach, Florida 33407

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:

11/12/00

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