

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO100001 7204

Holdings Overseas, Inc.

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-02/15/01-01047-005
*****96.25 *****96.25

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy X 3 _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____ SMITH FEB 15 2001

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Signature _____

Requested by:

SL 2/15/01 9:27
Name Date Time

Walk-In Will Pick Up _____

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

HOLDINGS OVERSEAS, INC.

ARTICLE II PRINCIPAL OFFICE

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

MARY JACKSON

**1007 N. FEDERAL HWY, SUITE #308
FT. LAUDERDALE, FL 33304**

ARTICLE III SHARES

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

ONE THOUSAND (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

MARY JACKSON

**1007 N. FEDERAL HWY, SUITE #308
FT. LAUDERDALE, FL 33304**

ARTICLE V INCORPORATOR

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

MARY JACKSON

**1007 N. FEDERAL HWY, SUITE #308
FT. LAUDERDALE, FL 33304**

Mary Jackson
Signature/Incorporator

02.13.01

Date

(An additional article must be added if an effective date is requested.)

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.

Mary Jackson
Signature/Registered Agent

02.13.01

Date