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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Us2 Creative, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF

Us2 Creative, Inc.

Article I - Name

The name of this corporation is Us2 Creative, Inc.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

Article III - Purposes

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this

KURT R. KLAUS, JR., ESQ.

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Fla BAR No: 259804

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corporation is 3191 Coral Way, Suite 502, Miami, Florida 33145, and the name of the initial registered agent of this corporation at that address is KURT R. KLAUS, JR.

Kurt R. Klaus, Jr., Esq.
3191 Coral Way, Suite 502
Miami, Florida 33145

(Tel): (305) 461-4447
(Fla. Bar #: 299804)

Article VII - 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 by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JEFFREY P. WATERS - 50%
President
708 NE 75 Street
Miami, Florida 33138

ROBERT J. TEDDER - 50%
Vice President
708 NE 75 Street
Miami, Florida 33138

Article VIII - Incorporator

The name and address of the person signing these articles:

KURT R. KLAUS, JR., ESQ.
3191 Coral Way, Suite 502
Miami, Florida 33145

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

KURT R. KLAUS, JR.
3191 Coral Way, Suite 502
Miami, Florida 33145

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First: That Us2 Creative, Inc., desiring to organize under the laws of the State of Florida with its principal office at 708 NE 75 Street, Miami, Florida 33138, has named KURT R. KLAUS, JR., as its registered agent.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


KURT R. KLAUS, JR.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation, this 16th day of March, 2001.


KURT R. KLAUS, JR.

State of Florida)
County of Miami-Dade)

Before me, a notary public authorized to take acknowledgments

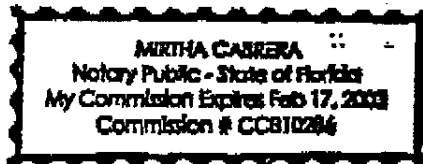
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in the state and county set forth above, personally appeared, KURT R. KLAUS, JR., known to me and known by me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of March, 2001.

Mirtha Cabrera
 NOTARY PUBLIC, State of Florida
 at Large.

My Commission Expires:



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