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April 10, 2001

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: UNIVERSAL ASSOCIATES USA PTY, LTD.
Our File No. 7982-1

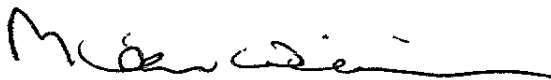
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*****78.75 *****78.75

Dear Sir/Madam:

Please find enclosed for filing Articles of Incorporation and Acceptance of Registered Agent Designated in Articles of Incorporation. Please establish same. A check in the amount of \$78.75 is enclosed. Also enclosed is an extra copy of Articles and Acceptance. Please return a certified copy to us in the provided stamped addressed envelope.

Thank you for your assistance. Please call me if you have any questions.

Sincerely,



Miller Williams

LMW:cjb
Encl.

Miller Williams GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Jaffin
DATE 4/17/01
DOC. EXAM. cf

2001 APR 12 AM 10:58
TALLAHASSEE, FLORIDA
F-10-20

cf 4/17/01

ARTICLES OF INCORPORATION

— OF

UNIVERSAL ASSOCIATES USA PTY, INC.

FILED

2001 APR 12 AM 10:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

UNIVERSAL ASSOCIATES USA PTY, INC.

The address of the principal office and the mailing address of this corporation shall be 11220 Cedar Grove Ct., Windermere, FL 34786.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11220 Cedar Grove Ct., Windermere, FL 34786 and the name of the registered agent of the corporation at that address is Michael Lowder.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Michael Lowder
Dir

11220 Cedar Grove Ct.
Windermere, FL 34786

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael Lowder
President/
Secretary/treasurer


11220 Cedar Grove Ct.
Windermere, FL 34786

ARTICLE VIII. INCORPORATOR

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

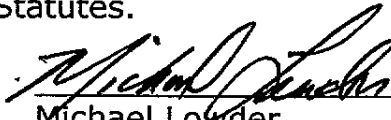
Michael Lowder
11220 Cedar Grove Ct.
Windermere, FL 34786

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on this 26th day of March, 2001.


Michael Lowder

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Michael Lowder, a Florida resident, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Michael Lowder

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2001 APR 12 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA