

P010000041398

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

700004043697--7

-04/23/01--01070--005

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

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ~~POWER GROUP ENTERTAINMENT CORP.~~
(Corporation Name) (Document #)

2. MARKETING U.S.A. CORP.
(Corporation Name) (Document #)

3. Per Teresa
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 23, 2001

LAZARUS

MIAMI, FL

SUBJECT: MARKETING U.S.A. CORP.
Ref. Number: W01000009106

We have received your document for MARKETING U.S.A. CORP.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.50. Your document will be retained in our pending file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 501A00023872

ARTICLES OF INCORPORATION
OF
MARKETING U.S.A. CORP.

FILED
01 APR 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES, EACH A NATURAL PERSON
COMPETENT TO CONTRACT, HEREBY ASSOCIATE TO FORM A CORPORATION UNDER
THE LAWS OF THE STATES OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: MARKETING U.S.A. CORP

ARTICLE II - NATURE OF BUSINESS

TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, TO OWN, MORTGAGE,
PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, TO INVEST
IN, TRADE IN, DEAL, IN AND WITH GOODS, WARES, MERCHANDISE, REAL AND
PERSONAL PROPERTY, AND SERVICES OF EVERY CLASS, KIND AND DESCRIPTION
WHEN PROPERLY LICENSED AND AUTHORIZED BY THE STATE TO OPERATE IN THOSE
ACTIVITIES IN WHICH SUCH LICENSING AND AUTHORIZATION IS MANDATORY.

TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY HOLD,
MORTGAGE, SELL, CONVEY, LEASE, OR OTHERWISE DISPOSE OF REAL AND
PERSONAL PROPERTY, INCLUDING FRANCHISES, PATENTS, COPYRIGHTS,
TRADEMARKS AND LICENSES, IN THE STATE OF FLORIDA AND IN ALL OTHER
STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS
DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTNESS, AND TO EXECUTE
SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OR OTHER INSTRU-
MENTS, TO SECURE THE PAYMENT OF CORPORATE INDEBTNESS AS REQUIRED.
TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE
IN THE SAME OR OTHER CHARACTER OF BUSINESS.

TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE,
PLEDGE, OR OTHERWISE ACQUIRE OR DISPOSE OF THE SHARES OF CAPITAL
STOCK OF, OR ANY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTNESS
CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA OR ANY
OTHER STATE, GOVERNMENT OR COUNTRY, AND WHILE OWNER OF SUCH STOCK TO
EXERCISE ALL RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING
THE RIGHT TO VOTE SUCH STOCK.

ARTICLE III- CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS: ONE HUNDRED
SHARES OF COMMON STOCK WITH A PAR VALUE OF \$ 1.00 EACH.

ARTICLE IV- INITIAL CAPITAL

THIS CORPORATION WILL BEGIN BUSINESS WITH 100 SHARES OF CAPITAL.

ARTICLE V- TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI- ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS
CORPORATION IN THE STATE OF FLORIDA IS:

1942 S.W. 8th STREET

MIAMI, FLORIDA 33135

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE NO MORE THAN SIX (6) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

NAME	ADDRESS
DANIEL ARENAS	221 S.W. 22nd AVE. # 250, MIAMI, FL. 33135
ELFRE MACKENZIE	1942 S.W. 9th ST. MIAMI, FL. 33135

ARTICLES IX - SUBSCRIBERS

THE NAME AND POST OFFICE ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE AND THE VALUE OF THE CONSIDERATION THEREOF IS:

NAME: DANIEL ARENAS
ADDRESS 221 SW. 22nd AVE. # 250 MIAMI, FL. 33135
SHARES: 50
CONSIDERATION: \$ 50.00

NAME: ELFRE MACKENZIE
ADDRESS: 1942 S.W. 9th ST. MIAMI, FL .33135
SHARES: 50
CONSIDERATION: \$ 50.00

NAME;
ADDRESS;
SHARES;
CONSIDERATION: \$

ARTICLE X - AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

DANIEL ARENAS

DATE
04/19/01

ELFRE MACKENZIE

DATE
04/19/01

DATE

STATE OF FLORIDA

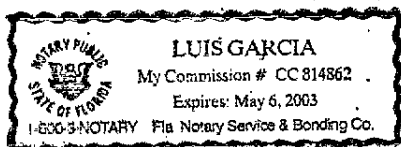
COUNTY OF DADE

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED DANIEL ARENAS, and ELFRE MACKENZIE,,, TO ME KNOWN TO BE THE PERSONS DESCRIBED AS SUBSCRIBERS AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED THOSE ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE ABOVE THIS
19th DAY OF APRIL 2, 2001

Luis Garcia
NOTARY PUBLIC

MY COMMISSION EXPIRES:



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

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

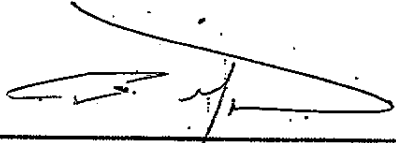
Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of MIAMI, DADE COUNTY, STATE OF FLORIDA, has named

ELFRE MACKENZIE
1942 S.W. 8th ST.
MIAMI, FLORIDA 33135

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



RESIDENT AGENT ELFRE MACKENZIE

FILED
01 APR 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA