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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 2, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/05/01--01064--013
*****87.50 *****87.50

RE: Articles of Incorporation, Registered Agent Designation, Certified Copy
Equity Solutions USA, Inc.

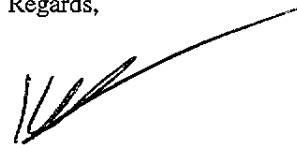
To Whom It May Concern:

Please find enclosed one original and one facsimile of the Articles of Incorporation for the above matter for filling with the State of Florida. Also, please find our remittance of \$87.50, which represents the following: Filing Fee of \$35.00, Registered Agent Designation of \$35.00, Certificate of Status of \$8.75, and Certified Copy of \$8.75.

Thank you for your assistance on this matter.

Daytime telephone number: 561-317-2050.
Address: 931 Village Blvd. Suite 905-511
West Palm Beach, FL 33409

Regards,



Kyle Young
Proposed Registered Agent



C. BLALOCK JUL 10 2001

ARTICLES OF INCORPORATION
OF
EQUITY SOLUTIONS USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the forming, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be EQUITY SOLUTIONS USA, INC., Florida Corporation.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

- (a) For consulting and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and
- (b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

This business and mailing address of the Corporation, and street address of the initial registered office of this Corporation is 931 Village Blvd. Suite 905-511, West Palm Beach, FL 33480, and the name of the initial registered agent of this Corporation at that address is Kyle Young.

ARTICLE VII

Officers

The offices of President, Vice President, Treasurer and Secretary of this Corporation shall be held by one sole person. The number of officer(s) may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The name and address of this said person is the follows:

Alfred Adornato
931 Village Blvd. Suite 905-511
West Palm Beach, FL 33409.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have one director initially. The number of director(s) may be either increased or diminished from time to time by Board of Directors pursuant to the By-laws but shall never be less than (1). The name and address of the initial director of the Corporation is as follows:

Alfred Adornato
931 Village Blvd. Suite 905-511
West Palm Beach, FL 33409.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Special Provisions

The following special provisions shall govern this Corporation:

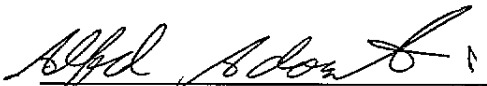
- A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.
- B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officer(s) or director(s) of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

ARTICLE XII

Incorporator

The name address of the person signing these Articles is as follows: Alfred Adornato, 931 Village Blvd. Suite 905-511, West Palm Beach, FL 33409.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of July, 2001.



Alfred Adornato, Incorporator

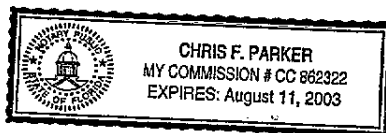
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ALFRED ADORNATO, personally known to me, or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and Country aforesaid this 3rd day of July, 2001.


Notary Public –
My Commission No. : CC 862322
My Commission Expires: 8/11/03



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

FILED
01 JUL -5 PM 1:23
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST: THAT EQUITY SOLUTIONS USA, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED KYLE YOUNG,
LOCATED AT 931 VILLAGE BLVD., SUITE 905-511, WEST PALM BEACH, FL 33409, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

INCORPORATOR


ALFRED ADORNATO,

DATED: July 2, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL
STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

AGENT


KYLE YOUNG, REGISTERED

DATED: July 2, 2001