

P01000077208

JEFFREY K. AND LESLIE J. DULL
3902 S.E. Coquina Drive
Stuart, Florida 34997
(561) 781-6116

600004512426--4
-08/02/01--01034--002
*****78.75 *****78.75

July 28, 2001

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

RE: FlagUSA, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation as well as our check in the amount of \$78.75 for the filing fees.

Please endorse the copy and return same to us. Thank you for your cooperation in this matter.

Sincerely yours,

Leslie J. Dull

Leslie J. Dull
Enclosure

FILED
01 AUG -2 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-7-01
WC

ARTICLES OF INCORPORATION

OF

FlagUSA, Inc.

FILED
01 AUG -2 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is FlagUSA, Inc.

ARTICLE II

INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 3902 S.E. Coquina Drive, Stuart, Florida 34997.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having par value of \$1.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Leslie J. Dull
1645 Palm Beach Lakes Blvd
Suite 1050
West Palm Beach, FL 33401

ARTICLE VII
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 By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTOR

The name of the initial director of this Corporation and her street address is:

Leslie J. Dull
3902 S.E. Coquina Drive
Stuart, Florida 34997

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and have qualified, whichever comes first.

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of:

Leslie J. Dull	President/Treasurer
Jeffrey K. Dull	Vice President/Secretary

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Leslie J. Dull
3902 S.E. Coquina Drive
Stuart, Florida 34997

ARTICLE XI
AMENDMENT

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of August, 2001.

Leslie J. Dull
Leslie J. Dull

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Leslie J. Dull, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st of August, 2001.

Christina L. Frost

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



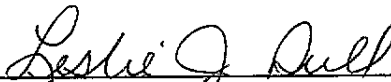
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FlagUSA, Inc., is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Leslie J. Dull, at 1645 Palm Beach Lakes Blvd., Suite 1050, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the 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.



Leslie J. Dull
Registered Agent

FILED
01 AUG -2 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FL 32309