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Law Offices
ALLAN M. LERNER
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August 7, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ULTRA U INTERNATIONAL BOCA WEST, INC.

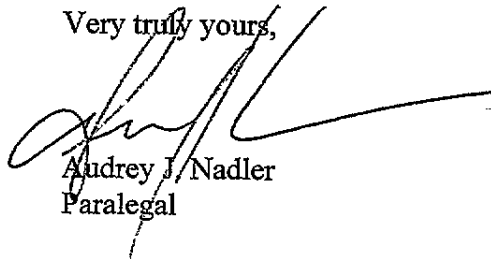
Dear Sir or Madam:

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-08/08/01--01077--018
*****70.00 *****70.00

Please find enclosed an original and one (1) copy of the articles of incorporation of Ultra U International Boca West, Inc. and a check in the amount of \$70.00 representing filing fees therefor. Please return proof of filing in the self addressed stamped envelope provided.

If you require further information or documentation please do not hesitate to contact the undersigned.

Very truly yours,



Audrey J. Nadler
Paralegal

FILED
01 AUG - 8 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajn

Enclosures

8-13-01
10-21-01

**ARTICLES OF INCORPORATION
OF
ULTRA U INTERNATIONAL BOCA WEST, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be: **ULTRA U INTERNATIONAL BOCA WEST,
INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is: **P.O. BOX 8760, Coral Springs,
Florida 33075**

ARTICLE III - PURPOSES

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 IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$0.001 par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Allan M. Lerner. The address of the registered agent is 2888 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The initial Director of the corporation is:

Phillip Roller

P.O. Box 8760
Coral Springs, Florida 33075

ARTICLE VI - INDEMNIFICATION

The corporation is authorized to provide indemnification of its officers, directors employees and agents to the fullest extent permitted by Florida Statute, §607.0850 of the Florida Business Corporation Act.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Phillip Roller whose address is P.O. Box 8760, Coral Springs, Florida 33075

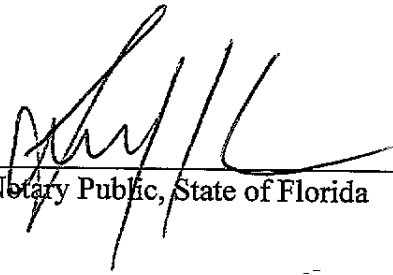
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of July, 2001.


Phillip Roller, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)


BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Phillip Roller, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

SWORN TO and SUBSCRIBED before me this 31 day of July, 2001.



Notary Public, State of Florida

 Personally known
 Produced Identification
Type of Identification _____

 Audrey J. Nadler
Commission # CC951795
Expires June 29, 2004
Banded Thru
Ascentia Banding Co., Inc.

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

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

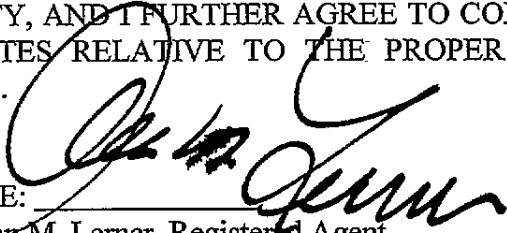
FIRST--THAT Ultra U International Boca West, Inc. desires to organize or qualify under the laws of the state of Florida, with its principal place of business at the city of Miami, State of Florida, has named Allan M. Lerner located at 2888 East Oakland Park Boulevard, City of Fort Lauderdale, Florida, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE: 
Phillip Roller

TITLE: Incorporator

DATE: 8/3/01

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
Allan M. Lerner, Registered Agent

DATE: 7/20/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA