

CORPORATE
ACCESS,
INC.

PO1000102904

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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1.) USMC Acquisition Corp.
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION
OF
USMG ACQUISITION CORP.**

ARTICLE I - NAME

The name of this corporation is USMG Acquisition Corp. (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 1405 S. Orange Avenue, Suite 601 Orlando, FL 32806.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue Fifteen Million (15,000,000) shares of common stock, par value \$.001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1405 S. Orange Avenue, Suite 601, Orlando, FL 32806, and the name of the initial registered agent of the Company at that address is Thomas F. Winters.

ARTICLE V - INDEMNIFICATION

The Company shall indemnify its officers and directors, and shall advance expenses of its officers' and directors' defenses, in each case to the fullest extent allowable by applicable law.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

Thomas F. Winters

1405 S. Orange Avenue, Suite 601, Orlando,
FL 32806

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of October 2001.



Thomas F. Winters, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, does hereby accept the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with the obligations of his position as registered agent as provided in Chapter 607 of the Florida Statutes, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties.



Thomas F. Winters, Registered Agent

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