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FLORIDA PROFIT CORPORATION OR P.A.**CODE ONE USA, INC.**

Certificate of Status	0
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Katherine Harris
Secretary of State

October 24, 2001

LAZARUS CORPORATE FILING

SUBJECT: CODE ONE USA, INC.
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**ARTICLES OF INCORPORATION
OF
CODE ONE USA, INC.**

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is: CODE ONE USA, INC.

ARTICLE 2 - NATURE OF BUSINESS

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

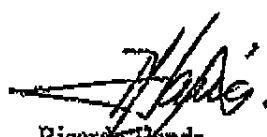
The name and address of the principal office of this Corporation is: CODE ONE USA, INC., 4040 W PALM AIR DR. # 104, POMPAÑO BEACH, FL. 33069.

ARTICLE 4 - INCORPORATORS

The names and street address of the incorporators of this Corporation are:



Adriano Rossetti
4040 W Palm Air Dr. # 104
Pompano Beach, FL. 33069



Ricardo Hinds
4040 W Palm Air Dr., #104,
Pompano Beach, FL. 33069

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ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) stocks, each share having the par value of ONE DOLLARS (\$1.00)each.

5.2 No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature provided; however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.3 The Board of Director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or security convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions of limitation, if any, as may be set forth in the bylaws of the Corporation.

5.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stocks..

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence

H01000109425

H01000109425

Page No. 3

ARTICLE 8 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this corporation is: Eliseo L. Polledo,
The address of the registered office is: 4040 W
Palm Air Dr., # 104, Pompano Beach, FL. 33069

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors at the time of such action shall be necessary to make any action for the making alteration, amendment or repeal of the Bylaws.

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereof then prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers has executed these Articles of Incorporation this 23rd day of October, 2001.


Adriano Rossetti


Ricardo Hands

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Page No. 4

STATE OF FLORIDA)

: SS

COUNTY OF MIAMI/ DADE (

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, _____ who shows her identification 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 _____ day _____ 2001.

NOTARY PUBLIC, State of Florida
at Large

CERTIFICATE OF DESIGNATION REGISTERED AGENT

1. The name of the Corporation is: CODE ONE USA, INC. The name and address of the registered agent and office is: Eliseo L. Polledo, 4040 W. PALM AIR DR., #104, POMPADOUR BEACH, FL 33069

Having been named as Registered Agent and 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 provision of said Act relative to keeping open said office.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Eliseo L. PolledoSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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