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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

USA TOTAL SOLUTION CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McK... OCT 30 2001

**ARTICLES OF INCORPORATION
OF
USA TOTAL SOLUTION CORPORATION.**

ARTICLE I-NAME

The name of this Corporation is **USA TOTAL SOLUTION CORPORATION.**

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

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

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of **500** shares of common stock having a par value of **\$1.00** per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is **Jorge Luis Freitas, 880 NW 210 Street No.202 Miami, FL 33169.** The principal place of business of the corporation shall be **880 NW 210 Street No. 202 Miami, FL 33169.**

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have **Two (2)** Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than **One.** The names and address of the initial Director are:

NAME	ADDRESS
Jorge Luis Freitas President	880 NW 210 Street No. 202 Miami, FL 33169
Zuleyma Munoz Vice- President	880 NW 210 Street No. 202 Miami, FL 33169

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ARTICLE VII-LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is Jorge Luis Freites.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this October 27, 2001.



Jorge Luis Freites

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

USA TOTAL SOLUTION CORPORATION a Corporation organized under the laws of the State of Florida has named Jorge Luis Freites of 880 NW 210 Street No. 202 Miami, Miami Dade County, State of Florida, as its agent to accept service of process within this state.


Jorge Luis Freites

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR **USA TOTAL SOLUTION CORPORATION** A FLORIDA CORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this October 27, 2001.


Jorge Luis Freites

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