

PO1000113088

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

100004693071--4
-11/26/01--01052--004
*****70.00 *****70.00

Re: U.S. MERCHANTS GROUP, INC.

Dear Sirs:

Enclosed please find an original and one copy of the articles of incorporation and certificate of registered agent for the above referenced corporation. Also enclosed is our check in the amount of \$ 70.00 representing the following:

FILING FEE	\$ 35.00
REGISTERED AGENT DESIGNATION	35.00
	70.00
	=====

If this meets with your approval, kindly return our copy of the articles of incorporation to the following address:

FAST - TAX
113 NORTH FEDERAL HIGHWAY
DANIA BEACH, FL. 33004

FILED
2001 NOV 26 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VERY TRULY YOURS,



ALLAN BRUCH

ENCLOSURES

11/29/01

=====
ARTICLES OF INCORPORATION
FOR
U.S. MERCHANTS GROUP, INC.
=====

FILED
2001 NOV 26 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers, hereby associate themselves together to form a corporation for profit under the laws of the STATE OF FLORIDA: and hereby adopt the following ARTICLES OF INCORPORATION.

ARTICLE I
NAME

The name of this Corporation shall be: U.S. MERCHANTS GROUP, INC. and it's business shall be carried on in BROWARD COUNTY, FLORIDA, and also within and without the STATE OF FLORIDA, and UNITED STATES OF AMERICA and FOREIGN COUNTRIES as may from time to time be deemed desirable or expedient.

ARTICLE II
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders, and shall commence business as of the date of filing these Articles of Incorporation.

ARTICLE III
NATURE OF BUSINESS

The specific nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

- 1. The transaction of any and all lawful business for which corporations may be incorporated under chapter 607 of the State of Florida Statutes.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions in connection with its business.
3. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, import or deal in all kinds of articles and things which may be required for the purpose of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any said business.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time shall be five thousand (5000) shares of common stock, each having a par value of one dollar (\$1.00). The capital stock may be paid for in property, labor, or services at just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at an organization meeting. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the corporation, in return for issuance of its capital stock, and said purchases shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the Company decide.

ARTICLE V
PREEMPTIVE RIGHTS

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

ARTICLE VI
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than five hundred (\$ 500.00) dollars.

ARTICLE VII
ADDRESS

The initial MAILING ADDRESS of this Corporation in the State of Florida is:

113 N. FEDERAL HWY. SUITE - 100
DANIA BEACH, FL. 33004

The address of the initial PRINCIPLE PLACE OF BUSINESS of this Corporation in the State of Florida is:

113 N. FEDERAL HWY SUITE - 100
DANIA BEACH, FL. 33004

ARTICLE VIII
REGISTERED AGENT/REGISTERED OFFICE

The name and address of the initial REGISTERED AGENT/REGISTERED OFFICE of this Corporation is:

GERALD J. ADAMS
113 NORTH FEDERAL HIGHWAY
DANIA BEACH, FL. 33004

ARTICLE IX
INITIAL BOARD OF DIRECTORS AND OFFICERS

Neither directors or officers need to be stockholders. This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than one (1). The name and addresses of the initial directors and officers are:

PRESIDENT:	ALLAN BRUCH 2950 N.E. 190TH. STREET AVENTURA, FL. 33180
VICE PRESIDENT:	ALLAN BRUCH 2950 N.E. 190TH. STREET AVENTURA, FL. 33180
TREASURER:	GERALD J. ADAMS 113 NORTH FEDERAL HIGHWAY DANIA BEACH, FL. 33004
SECRETARY:	ALLAN BRUCH 2950 N.E. 190TH. STREET AVENTURA, FL. 33180
DIRECTOR:	ALLAN BRUCH 2950 N.E. 190TH. STREET AVENTURA, FL. 33180

ARTICLE X
INCORPORATORS/SUBSCRIBERS

The names and addresses of each incorporator/subscriber signing these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT PAID</u>
ALLAN BRUCH	2950 N.E. 190TH. STREET AVENTURA, FL. 33180	500	\$ 500.00


ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII
AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and the right conferred upon the stockholders is subject to this reservation.

In WITNESS WHEREOF: the undersigned incorporator has hereto executed these Articles of Incorporation, this 20TH. day of NOVEMBER, 2001.

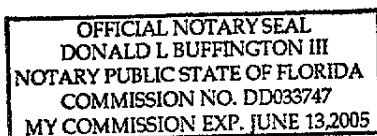


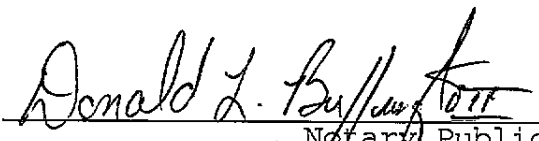
SIGNATURE OF INCORPORATOR
ALLAN BRUCH

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared ALLAN BRUCH who, after being duly sworn, disposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed. ALLAN BRUCH used a valid Florida driver's license Number: B620-013-71-247-0 as identification.

WITNESS my hand and official seal at the state and county aforesaid, this 20TH. day of NOVEMBER, 2001.





Notary Public

FILED

2001 NOV 26 AM 10:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

1. The corporation name is: U.S. MERCHANTS GROUP, INC.
2. The name and address of the registered agent and office is:

GERALD J. ADAMS
113 NORTH FEDERAL HIGHWAY
DANIA BEACH, FL. 33324

SIGNATURE: 

ALLAN BRUCH

TITLE: CHIEF EXECUTIVE OFFICER

DATE: 20TH. day of NOVEMBER, 2001.

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: 

GERALD J. ADAMS

TITLE: REGISTERED AGENT

DATE: 20TH. day of NOVEMBER, 2001.