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Florida Department of State
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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

universal sourcing group, inc.

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TALLAHASSEE, FLORIDA

B. McKnight JAN 10 2002

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**ARTICLES OF INCORPORATION
OF
UNIVERSAL SOURCING GROUP, INC.**

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ARTICLE I. NAME

The name of the corporation shall be UNIVERSAL SOURCING GROUP, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 432 Northeast Third Avenue, Fort Lauderdale, FL 33301. The name of the initial registered agent of this corporation at that address is TERRENCE MOONS, JR.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time according to the bylaws. The name and address of the initial Director of the corporation is Terrence Moons, Jr. of 432 Northeast Third Avenue, Fort Lauderdale, FL 33301.

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ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows:
Terrence Moons, Jr. of 432 Northeast Third Avenue, Fort Lauderdale, FL 33301.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Sixty six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of sixty six percent (66%) of the shares entitled to vote shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

One Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIX. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

ARTICLE XX. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

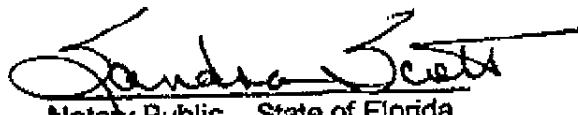
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation on this 9 day of January, 2002.


TERRENCE MOONS, Jr., Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 9th day of
January, 2002, by TERRENCE MOONS, JR., who is personally known to me, without an
oath.


Notary Public - State of Florida
My commission expires:



Sandra Scott
Commission # CC 792853
Expires NOV. 23, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

The undersigned, having been named as Registered Agent to accept Service of Process
for UNIVERSAL SOURCING GROUP, INC., at 432 Northeast Third Avenue, Fort
Lauderdale, FL 33301 does hereby agree to act in this capacity, and further agrees to
comply with the provisions of all statutes relative to the complete and proper performance
of his duties.


TERRENCE MOONS, JR., Reg. Agent

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