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FRESE NASH HANSEN

FAX:321 951 3741

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Division of Corporations

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

From:

Account Name : FRESE, NASH & HANSEN, P.A.
Account Number : 120000000258
Phone : (321) 984-3300
Fax Number : (321) 951-3741

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FLORIDA PROFIT CORPORATION OR P.A.

U.S. AUDIT & CONSULTING, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

U.S. AUDIT & CONSULTING, INC.

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is U.S. Audit & Consulting, Inc.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

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ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 474 Sandpiper Drive, Satellite Beach, Florida 32937. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Dan Hatoun
474 Sandpiper Drive
Satellite Beach, Florida 32937

Andrew E. Bloom
474 Sandpiper Drive
Satellite Beach, Florida 32937

ARTICLE VIII

The Directors of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

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ARTICLE IX

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

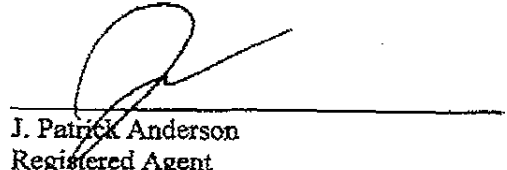
ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 29th day of October, 2002.


J. Patrick Anderson

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


J. Patrick Anderson
Registered Agent

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