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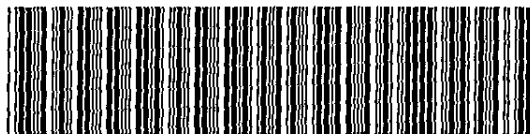
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Wallace J.D. Weylie

BARRISTER & SOLICITOR
ATTORNEY • AT • LAW

350 GULF BLVD.
INDIAN ROCKS BEACH, FL 33785
(TAMPA BAY AREA)
PHONE (727) 596-9078
FAX (727) 593-2192

January 13, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Incorporation – Nerds USA, Inc.

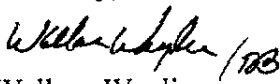
Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is a check in the amount of \$87.50 to cover the fee, including the copy to Wallace Weylie.

Thank you for your assistance.

Sincerely,


Wallace Weylie
Attorney

Enclosures
WW/ah

ARTICLES OF INCORPORATION

OF

NERDS USA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation shall be:

NERDS USA, INC.

The principal place of business of this corporation shall be:

823 PALMER ROAD
DELRAY BEACH, FL 33483

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TALLAHASSEE, FLORIDA

ARTICLE II – NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III – CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 Shares at \$1.00 each

ARTICLE IV – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V – OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

ADRIEN JACOBS, PRESIDENT
1042 COLLEGE STREET
TORONTO, ONTARIO N6H 1A9
CANADA

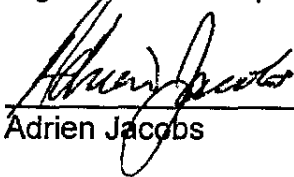
ARTICLE VI – INCORPORATORS

The names and street addresses of the incorporators to these articles of incorporation are:

ADRIEN JACOBS, PRESIDENT
1042 COLLEGE STREET
TORONTO, ONTARIO N6H 1A9
CANADA

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 4th day of November, 2002.

Signature of Incorporator:


Adrien Jacobs

PROVINCE OF ONTARIO REGIONAL MUNICIPALITY OF METROPOLITAN TORONTO

The foregoing instrument was acknowledged before me this 27th day of November, 2002 by, Adrien Jacobs who produced a birth certificate or is personally known to me, and who did take an oath.


Notary Public

MY COMMISSION EXPIRES:

no expiry date

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND 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 and registered agent, in the State of Florida.

1. The name of the corporation is Nerds USA, Inc.
2. The name and address of the registered agent and office is:

**Wallace J.D. Weylie
350 Gulf Boulevard
Indian Rocks Beach, FL 33785**

Signature: *Adrian J. P. [Signature]*
Title: Incorporator
Date: 12/13/02

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TALLAHASSEE, FLORIDA

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 I 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 of the Florida Statutes.

Signature *Wallace J.D. Weylie*
Wallace J.D. Weylie
Date: Dec 17/02