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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

USA PROFESSIONAL MARKETING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
USA PROFESSIONAL MARKETING, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be USA PROFESSIONAL MARKETING, INC.
The address of the principal office of this corporation shall be 5706 NW 48th Court, Coral Springs, Florida 33067 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having ten (\$.10) cent par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3107 Stirling Road, Suite 105, Ft. Lauderdale, FL 33312, and the name of the initial

This document was prepared by:
Barry S. Schinder, Esq.
3107 Stirling Road, Suite 105
Ft. Lauderdale, FL 33312
(954) 985-8600
Florida Bar# 039527

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registered agent of the corporation at that address is Barry S. Schinder.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify any director, officer or employee, incorporator or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, employee or incorporator the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was in the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, employee or incorporator may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Barry S. Schinder, 3107 Stirling Road, Suite 105, Ft. Lauderdale, FL 33312.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 15th day of April, 2003.



BARRY S. SCHINDER, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR
USA PROFESSIONAL MARKETING, INC.**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That USA PROFESSIONAL MARKETING, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named BARRY S. SCHINDER, located at 3107 Stirling Road, Suite 105, Ft. Lauderdale, FL 33312, as agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

BARRY S. SCHINDER
Registered Agent