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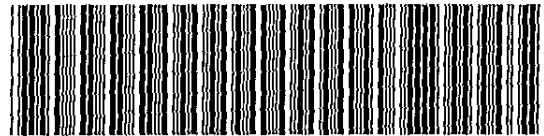
(Business Entity Name)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 SEP 18 PM 2:16

JAMES DAVID BREITLING

8360 W. Oakland Park Blvd. #114, Sunrise, FL 33351

September 16th, 2003

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: INCORPORATION OF MR. COOL USA, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of **MR. COOL USA, INC.**, and a check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.
Upon validation kindly mail the Articles to:

**Professional Assistance
8360 W. Oakland Park Blvd #114
Sunrise, FL 33351.**

Kindly phone at 1-954-749-7790 and speak with Mr. Hussain if there is a question or problem.

Respectfully,


JAMES DAVID BREITLING

Articles of Incorporation of MR. COOL USA, INC.

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ARTICLE ONE

The name of the corporation is **MR. COOL USA, INC.** The principal address of the corporation is: 1085 N.E. 34th Street #3, Oakland Park, FL 33334

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, at \$1.00 par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1085 N.E. 34th Street #3, Oakland Park, FL 33334 and the name of its initial registered agent at such address is **JAMES DAVID BREITLING**.

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


JAMES DAVID BREITLING

ARTICLE SEVEN

The number of directors constituting the initial board of directors is **one (1)**, and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
JAMES DAVID BREITLING	1085 N.E. 34th Street #3 Oakland Park, FL 33334

ARTICLE EIGHT

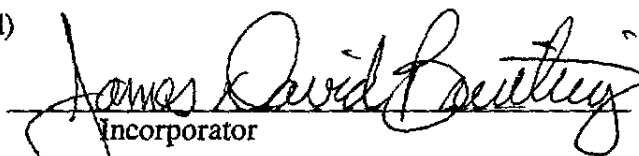
The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
JAMES DAVID BREITLING	1085 N.E. 34th Street #3 Oakland Park, FL 33334

(signed)


Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

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