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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

USA MEDIA SOLUTION INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 26, 2003

FAS-T CORP. AGENTS, INC.

SUBJECT: USA MEDIA SOLUTION INC.
REF: W03000039369

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

FAX Aud. #: H03000341152
Letter Number: 203A00068780

ARTICLES OF INCORPORATION
OF

USA MEDIA SOLUTION INC.

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

ARTICLE I NAME

The name of the corporation shall be:

USA MEDIA SOLUTION INC.

The principal place of business of this corporation shall be: 3876 SW 112 AVE. #317 MIAMI, FL 33165

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 value that this corporation is authorized to have outstanding at any one time is: 100 shares @ \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JOSE MARTIN
3876 SW 112 AVE # 317
MIAMI, FL 33165

03 DEC 26 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

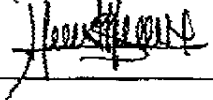
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JOSE MARTIN
3876 SW 112 AVE # 317
MIAMI, FL 33165

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 23 day of DECEMBER, 2003

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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/registered agent, in the State of Florida.

1. The name of the corporation:

USA MEDIA SOLUTION INC.

2. The name and address of the registered agent and office is:

JOSE MARTIN 3876 SW 112 AVE #317
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33165
(CITY/STATE/ZIP)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SIGNATURE *[Signature]*

TITLE _____

DATE 12/23/03

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, FLORIDA STATUTES.

SIGNATURE *[Signature]*

DATE 12/23/03