

**Electronic Articles of Incorporation
For**

P04000019780
FILED
January 28, 2004
Sec. Of State

WELL USA INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

WELL USA INC

Article II

The principal place of business address:

506 NW 87 STREET
202
MIAMI, FL. 33172

The mailing address of the corporation is:

506 NW 87 STREET
202
MIAMI, FL. 33172

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

500

Article V

The name and Florida street address of the registered agent is:

WELLINGTON J DE OLVEIRA
506 NW 87 STREET
202
MIAMI, FL. 33172

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: WELLINGTON J DE OLIVEIRA

Article VI

The name and address of the incorporator is:

PROFICIENT DATA PROCESSING INC
6840 NW 179 STREET #206
MIAMI, FL 33015

Incorporator Signature: ILEANA MAESTRE CORDOVA

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/VP
WELLINGTON J DE OLIVEIRA
506 NW 87 STREET #202
MIAMI, FL. 33172

Title: SEC
WELLINGTON J DE OLIVEIRA
506 NW 87 STREET
MIAMI, FL. 33172

Title: TRE
WELLINGTON J DE OLIVEIRA
506 NW 87 STREET
MIAMI, FL. 33172

Article VIII

The effective date for this corporation shall be:

01/28/2004