

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

A.D. Group U.S.A., Inc.

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**Articles of Incorporation
of
A.D. Group U.S.A., Inc.
a Florida Corporation**

The undersigned, acting as Incorporator of A.D. Group U.S.A., Inc., a Florida corporation (the "Corporation"), under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the corporation is A.D. Group U.S.A., Inc. and the street address of the initial principal office of the Corporation is 5300 N.W. 12th Avenue, Suite 1, Fort Lauderdale, Florida, 33309.

**ARTICLE II
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue ten thousand (10,000) shares of \$.01 par value Common Stock.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Brinkley, McNerney, Morgan, Solomon & Tatum, LLP, 200 East Las Olas Boulevard, 19th Floor, Fort Lauderdale, Florida 33301. The name of the initial Registered Agent of the Corporation is Philip J. Morgan.

**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

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NAME

ADDRESS

Philip J. Morgan, Attorney Brinkley, McNerney, Morgan, Solomon &
Tatum, LLP
200 East Las Olas Blvd., 19th Floor
Fort Lauderdale, FL 33301

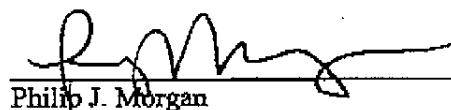
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 29, 2004.


Philip J. Morgan

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for A.D. Group U.S.A., Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as Registered Agent.

Dated: September 29, 2004


Philip J. Morgan

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