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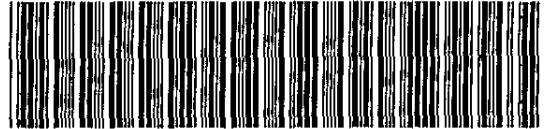
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(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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NOV 15 PM 3:52  
STATE  
ALLIANCE FLORIDA

11/18/04

November 11, 2004

2004 NOV 15 PM 3:52  
TALLAHASSEE FLORIDA

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

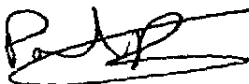
Dear Sirs:

Please file these Articles of Incorporation on behalf of EVERCLIMB USA, INC. with the Secretary of State. Please date the corporation to begin as of November 11, 2004. Please mail a copy of the acceptance and the articles to:

PAUL R. SHORT, PRESIDENT  
7522 NORTH 40<sup>TH</sup> STREET  
Tampa, Florida 33604

Thank You.

Sincerely,



PROFESSIONAL ACCOUNTING ASSOCIATES, INC.

ENCLOSURES: ORIGINAL ARTICLES OF INCORPORATION  
CHECK PAYABLE TO SECRETARY OF STATE FOR  
\$78.75

PRS/crs

EFFECTIVE DATE

11/11/04

ARTICLES OF INCORPORATION 2004 NOV 15 PM 3:52

OF

STATE  
ALLAHASSEE FLORIDA

**EVERCLIMB USA, INC.**

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### ARTICLE I - NAME

The name of the Corporation is **EVERCLIMB USA, INC.**

### ARTICLE II - DURATION

The corporation shall have perpetual existence.

### ARTICLE III - PURPOSE

The general purpose for which this corporation is being organized shall include the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes now existing, or as subsequently amended, and shall include the following rights and privileges:

**A.** To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description: except that it is not to conduct a railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**B.** To conduct business in , have one or more offices in, and buy, hold mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.

**C.** To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporation indebtedness as required.

**D.** To purchase the corporation assets of any other corporation and engage in the same or other charter of business.

**E.** To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire and dispose of the shares of the capital stock or any bonds, securities, or other evidence of indebtedness, created by any other corporation of the State of Florida or any other State or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**F.** The foregoing enumeration of purposes shall not be deemed to limit or restrict the general powers of the corporation conferred on it by law, or to limit or restrict such powers as may be implied to it for the proper exercise of its express purposes and the performances of its authorized functions.

#### **ARTICLE IV - SHARES**

The aggregate number of shares which the corporation shall have authority to issue shall have authority to issue shall constitute 1,000,000 shares of common stock, each share having a par value of \$1.00, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholder. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the stockholders.

#### **ARTICLE V - CAPITALIZATION**

The beginning capital of this corporation shall be worth at least five hundred dollars in cash, property, labor or services at a just valuation to be fixed by the stockholders.

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## **ARTICLE VI - CORPORATE ADDRESS AND REGISTERED AGENT**

The street address of the corporation's initial registered office shall be **7522 North 40<sup>th</sup> Street, Tampa, Florida 33604** and its initial registered agent at such address shall be **PAUL R. SHORT**. The principal office of the corporation is **3208 West Ivy Street, Tampa, Florida 33607** and the mailing address is 3208 West Ivy Street, Tampa, Florida 33607.

## **ARTICLE VII - DIRECTORS**

Initially the corporation shall have 1 director(s) whose name(s) and address (es) are as follows:

**Jonathan D. Salem, President  
3208 West Ivy Street  
Tampa, Florida 33607**

## **ARTICLE VIII - INCORPORATOR**

The corporation shall have one Incorporator whose name and address is as follows:

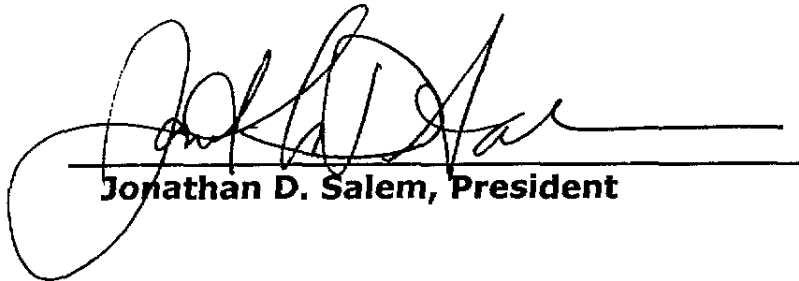
**Jonathan D. Salem, President  
3208 West Ivy Street  
Tampa, Florida 33607**

## **ARTICLE IX - CORPORATION BEGIN DATE**

The corporation shall have an **effective beginning date of November 11, 2004**.

## **ARTICLE X - POWERS**

The power to adopt, alter, amend or repeal the corporate by-laws is hereby reserved to the shareholders of the corporation. **IN WITNESS WHEREOF, the undersigned Incorporator has made, subscribed and acknowledged these Articles of Incorporation on this eleventh day of November 2004.**



**Jonathan D. Salem, President**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON ITS PROCESS MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 48.091 FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:**

**First that: EVERCLIMB USA, INC.**

**Desiring to** organize or qualify under the laws of the State of Florida,  
with its principal place of business at 3208 West Ivy Street, in the city  
of Tampa in the State of Florida whose zip code is 33607 has named  
Paul R. Short located at 7522 North 40<sup>th</sup> Street in the city of Tampa in  
the State of Florida whose zip code is 33604 as its agent to accept  
service of process within Florida.

SIGNATURE

  
CORPORATE OFFICER

TITLE Director

DATE November 11, 2004

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.

SIGNATURE

  
REGISTERED AGENT

DATE November 11, 2004

2004 NOV 15 PM 3:52  
ALLAHABAD, FLORIDA  
STATE