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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

u.s.a. avenger, inc.

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ARTICLES OF INCORPORATION OF
U.S.A. AVENGER, INC.

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

Article I

The name of this corporation is: **U.S.A. AVENGER, INC.** The corporate mailing address is: **2931 Hidden Hollow Road, Davie, Florida 33328.**

Article II

The general nature of the business to be transacted by this corporation is to **design and build boats** or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

Article III

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is two hundred shares at no par value.

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Prepared by:
Jeffrey Begens, Esq.
3315 Broadway Avenue
West Palm Beach, Florida 33407
FBN: 730051
Telephone: 561-840-8445

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Article IV

The corporation shall have perpetual existence.

Article V

The street address of the initial registered office of this corporation is: **3315 Broadway Avenue, West Palm Beach, Florida 33407** and the name of the initial registered agent of this corporation at that address is **Jeffrey Begens, Esq.**

Article VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but there shall never be less than one director. The name and the address of the initial director of this corporation is: **Graham Thompson, 2931 Hidden Hollow Road, Davie, Florida 33328.**

Article VII

The name and address of the person signing these Articles is: **Graham Thompson, 2931 Hidden Hollow Road, Davie, Florida 33328.**

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3315 Broadway Avenue
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Article VIII


Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his pro rata share of any authorized and unissued Treasury Stock of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

Article IX

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of January 2005.

BY:



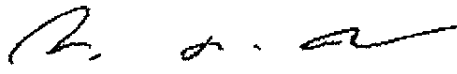
Graham Thompson, as director

Prepared by:
Jeffrey Begens, Esq.
3315 Broadway Avenue
West Palm Beach, Florida 33407
FBN: 730051
Telephone: 561-840-8445

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared **Graham Thompson**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of January 2005.



Notary Public



William D. Cowan
MY COMMISSION # DD166012 EXPIRES
November 18, 2006
BONDED THROUGH TROY FARM INSURANCE, INC.

Prepared by:
Jeffrey Begens, Esq.
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**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

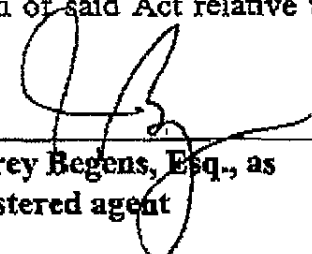
Pursuant of Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That U.S.A. AVENGER, INC. desiring to organize under the laws of the State of Florida, with its principal office located at **2931 Hidden Hollow Road, Davie, Florida 33328**, which is located in the City of Davie, in the County of Broward, and in the State of Florida, has named **Jeffrey Begens, Esq.**, who is located at **3315 Broadway Avenue, West Palm Beach, Florida 33407**, which is located in the City of West Palm Beach, County of Palm Beach, and in the State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY:


Jeffrey Begens, Esq., as
registered agent

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TALLAHASSEE, FLORIDA
CLERK OF THE DISTRICT COURT

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