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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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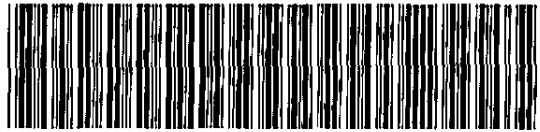
(Business Entity Name)

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Charter Number Only

2/8/05

Dunkley + Associates

Requestor's Name

14100 Palmetto Frontage Rd

Address

Miami Lakes, FL 33016 #201

City

State

ZIP

Phone

VALIDATION ONLY

CORPORATION(S) NAME

Flyers USA.COM, Inc.



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out
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ARTICLES OF INCORPORATION

OF

Flyers USA.Com, Inc.

ARTICLE I - NAME.

The name of the corporation is Flyers USA.Com, Inc.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized to engage in any act or business Permitted under the laws of the United States of America and The State of Florida.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common Stock with a par value of one dollar (\$1,00) per share.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office and principal place of business of this corporation is 327 W. 75TH Place Hialeah, FL 33014 and the name of the initial registered agent of this corporation at that address is Lindsay Dunkley.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have One (4) directors initially. The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Evelio Medina President	327 W. 75 TH Place Hialeah, FL 33014
Jorge Caragol Vice-President	327 W. 75 TH Place Hialeah, FL 33014
Alex Montano Secretary	327 W. 75 TH Place Hialeah, FL 33014
Lili Limongi Treasurer	327 W. 75 TH Place Hialeah, FL 33014

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Lindsay Dunkley	327 W. 75 TH Place Hialeah, FL 33014

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested the board of directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned Incorporator this 7th day of
February 2005



Lindsay Dunkley

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me
this 7h day of February 2005, by Lindsay Dunkley.

NOTARY PUBLIC
State of Florida at Large.

My Commission Expires:

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

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

FIRST: THAT FLYERS USA.COM INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
PRINCIPAL PLACE OF BUSINESS AT COUNTY OF DADE, STATE OF
FLORIDA HAS NAMED LINDSAY DUNKLEY AT 327 W. 75TH PLACE
HIALEAH FL 33014 AS ITS AGENT TO ACCEPT SERVICES OF
PROCESS WITHIN FLORIDA.

SIGNATURE:



LINDSAY DUNKLEY

TITLE: INCORPORATOR

DATE: FEBRUARY 7, 2005

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:



LINDSAY DUNKLEY

DATE: FEBRUARY 7, 2005

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