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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. USA TRIM, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
USA TRIM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 28 PM 12:30

The Undersigned, have executed the following document as Incorporators of the above named Corporation, a Corporation Organized under the laws of the State Of Florida, and all rights, Duties and obligations of the undersigned as incorporator and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation Shall is : USA TRIM, INC.

ARTICLE II

This Corporation shall commence existence upon
The filing of these Articles of incorporation by the Department of
State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and purposes
Proposed to be transacted and carried on by this Corporation are
To do any and all of the things herein mentioned, as fully and to the
same extent as natural persons might do , viz:

(1)-Transact any and all lawful business.

(2)-Said Corporation shall further have power to have
perpetual succession by its Corporate name;

To sue and be sued, complain, and defend in its Corpo-
Rate name in all actions of proceedings;

To have a Corporate Seal, wich may be altered at
pleasure, and to use the same by causing it, or facsimile thereof, to be
impressed, affixed, or in any other manner reproduced;

To purchase, take , received, lease, or otherwise
acquire, own, hold, improve, use, and otherwise deal in and with real
Or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or Any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise Acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, Or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in , or obligations of , other domestic or foreign Corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or charitable, scientific, or educational purposes;

To transact any lawful business with the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans , stock bonus plans, stock option plans, and other incentive plans for or all of its directors, officers, and employees of it and or its subsidiaries;

To be promoter, incorporator, partner, member, associate, or manager of any Corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV

The aggregate number of shares, which the Corporation shall have authority to issue, is the total sum of ONE THOUSAND (1000) shares, having an individual per value of ONE DOLLAR EACH.

Unless otherwise Stated in those articles , or in an amendment to these articles, there shall be only One(1) class of stock of this Corporation.

ARTICLE V

The amount of capital with which this Corporation shall begin business is not less than ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI

The street address of the initial principal office and name of the Resident Agent of this Corporation shall be : LUIS E. JIMENEZ, 1488 NW 103 STREET , MIAMI , FLORIDA , 33147.

ARTICLE VII

The initial Board of Directors shall consist of a total of One (1) person, and the name and address of the person who are serve as initial Director is:

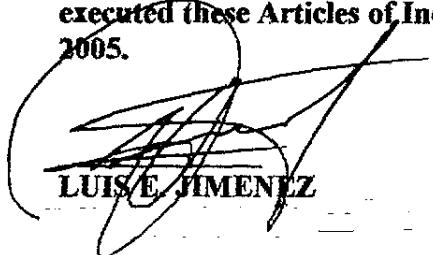
LUIS E. JIMENEZ, 1488 NW 103 STREET , MIAMI , FLORIDA , 33147.

ARTICLE VIII

The name and addresses of the incorporators executing these Articles of Incorporation is:

LUIS E. JIMENEZ, 1488 NW 103 STREET , MIAMI , FLORIDA , 33147.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 23TH day of FEBRUARY 2005.

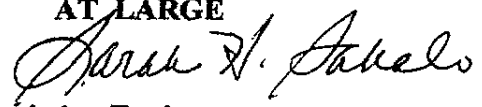

LUIS E. JIMENEZ

STATE OF FLORIDA)
) SS.
County of Broward)

BEFORE ME, notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared LUIS E. JIMENEZ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledge before me that they 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, day 14 of March, 2005.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



My Commission Expires :



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the
Undersigned Corporation, organized under the Laws of the State of Florida.,
submits the following statement in the registered office / registered Agent, in the
State of Florida.

- 1- The Name of the Corporation is: USA TRIM, INC...
- 2- The name and address of the registered Agent and Office is : LUIS E.
JIMENEZ, 1488 NW 103 STREET MIAMI, FLORIDA 33147

SIGNATURE _____

TITLE: PRESIDENT

DATE: MARCH 14 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 FUTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE: MARCH 14 2005

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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