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FLORIDA PROFIT CORPORATION OR P.A.

USA CLASSIC IMAGE, CORP.

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**ARTICLES OF INCORPORATION
OF
USA CLASSIC IMAGE, CORP.**

THE UNDERSIGNED FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DO HEREBY ADOPT AND DECLARE THE FOLLOWING:

ARTICLE I. NAME.

THE NAME SHALL BE: **USA CLASSIC IMAGE, CORP.**

ARTICLE II. DURATION.

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE

ARTICLE III. PURPOSE.

THE CORPORATION MAY ENGAGE IN ANY BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE **=1,000=** SHARES OF **NO** PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS: **NUBIA FUENTES :**
7733 N. W. 192ND STREET, MIAMI FLORIDA. 33015.

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS:
7733 N. W. 192ND STREET, MAIMI FLORIDA. 33015.

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

THIS CORPORATION SHALL HAVE **ONE** DIRECTOR (S) INITIALLY THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN ACCORDANCE WITH THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1), THE NAME OF THE INITIAL DIRECTOR, AND THE OFFICERS OF THE CORPORATION SHALL BE AS FOLLOWS:

NAME: **NUBIA FUENTES : PRESIDENT, SECRETARY AND EXECUT DIRECTOR**
CARLOS R FUENTES: VICE-PRESIDENT
ADDRESS: **7733 N. W. 192ND STREET, MIAMI FLORIDA. 33015,**

MIGUEL A ESTEVEZ : TREASURER
ADDRESS: **3748 N. W. 163RD , STREET. MIAMI FLORIDA. 33054**

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ARTICLE VII. BY-LAWS.

THE BY-LAWS OF THIS CORPORATION MAY BE ADOPTED, ALTERED, AMENDED, OR REPEALED BY THE STOCKHOLDERS OR BY THE BOARD OF DIRECTORS WITH THE APPROVAL BY MAJORITY OF THE SHAREHOLDERS.

ARTICLE VIII. AMENDMENTS.

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY OF THE PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, IN ACCORDANCE WITH THE BY-LAWS AND THE PROVISIONS OF THE STATE OF FLORIDA GENERAL CORPORATIONS ACT.

ARTICLE IX. INCORPORATOR (S)

IN WITNESS WHEREOF, THE UNDERSIGNED EXECUTED THESE ARTICLES OF INCORPORATION THIS, 15TH DAY OF AUGUST OF THE YEAR 2005

THE NAME AND ADDRESS OF THE PERSON (S) SIGNING THESE ARTICLES OF INCORPORATION IS (X) ARE ().

SIGNATURE [Signature] NAME, NUBIA FUENTES

ADDRESS 7733 N. W. 192ND STREET, MIAMI, FLORIDA. 33015

ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION: AT THE PLACE DESIGNATED IN ARTICLE "V" OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN SUCH CAPACITY AND TO COMPLY WITH THE PROVISIONS OF ALL APPLICABLE STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF IT'S DUTIES.

ACCEPTANCE.

SIGNATURE [Signature]

NAME OF RESIDENT AGENT, NUBIA FUENTES

ADDRESS: 7733 N. W. 192ND STREET. MIAMI, FLORIDA, 33015

THIS 15TH DAY OF AUGUST OF THE YEAR. 2005

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