

**Electronic Articles of Incorporation
For**

**P05000133933
FILED
September 29, 2005
Sec. Of State
thampton**

SPY USA INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SPY USA INC

Article II

The principal place of business address:

945 E ALTAMONTE DR
ALTAMONTE SPRINGS, FL. US 32701

The mailing address of the corporation is:

945 E ALTAMONTE DR
ALTAMONTE SPRINGS, FL. US 32701

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

AL DESAI
7087 GRAND NATIONAL DR #102
ORLANDO, FL. 32819

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: A DESAI

Article VI

The name and address of the incorporator is:

AL DESAI
7087 GRAND NATIONAL DR STE 102
ORLANDO, FL 32819

Incorporator Signature: A DESAI

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
WILLIAM THORNE
2119 LAKE DRIVE
WINTER PARK, FL. 32789 US

Title: VP
PETER SMITH
945 E ALTAMONTE DR
ALTAMONTE SPRINGS, FL. 32701 US

Article VIII

The effective date for this corporation shall be:

09/26/2005