

**Electronic Articles of Incorporation
For**

P05000136775
FILED
October 06, 2005
Sec. Of State
shawkes

NEWCO USA, CORP

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:

NEWCO USA, CORP

Article II

The principal place of business address:

8297 CHAMPIONS GATE BLVD
#363
CHAMPIONS GATE, FL. US 33896

The mailing address of the corporation is:

8297 CHAMPIONS GATE BLVD
#363
CHAMPIONS GATE, FL. US 33896

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:

10000

Article V

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

HEXAGON INTERNATIONAL, INC
8297 CHAMPIONS GATE BLVD
#200
CHAMPIONS GATE, FL. 33896

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

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Registered Agent Signature: BERTRAND LE HELLEY

Article VI

The name and address of the incorporator is:

ANTHONY R. BYCROFT
8297 CHAMPIONS GATE BLVD
#363
CHAMPIONS GATE FL 33896

Incorporator Signature: ANTHONY R. BYCROFT

Article VII

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

Title: PT
ANTHONY R BYCROFT
8297 CHAMPIONS GATE BLVD #363
CHAMPIONS GATE, FL. 33896 US

Title: VS
CHRISTINE BYCROFT
8297 CHAMPIONS GATE BLVD #363
CHAMPIONS GATE, FL. 33896 US

Article VIII

The effective date for this corporation shall be:

10/05/2005