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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2005 NOV 17 PM 12:21

FLORIDA PROFIT CORPORATION OR P.A.

PS ~~GROUP~~ GROUP USA CORP.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

2005 NOV 17 PM 12:21

TALLAHASSEE FLORIDA

November 17, 2005

FAS-T CORP. AGENTS, INC.

SUBJECT: PS CORP.
REF: W05000051462

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P04000013445.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
NEW FILINGSFAX And. #: E05000265934
Letter Number: 105A00068064

2005 NOV 17 PH12:21

ARTICLES OF INCORPORATION OF
PS GROUP USA CORP.

STATE OF FLORIDA
TALLAHASSEE

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is PS Group USA Corp.

ARTICLE II PRINCIPAL OFFICE

The principal physical and mailing address of this corporation is:

710 Washington Avenue, Ste 314
Miami Beach, FL 33139

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares of \$1.00 per value common stock

ARTICLE IV INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors are:

NAME

ADDRESS

Patricio Stark
President, Secretary

710 Washington Avenue, Ste 314
Miami Beach, FL 33139

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STATE
TALLAHASSEE FLORIDA

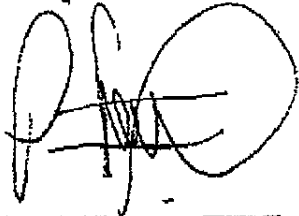
ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Patricio Stark
710 Washington Avenue, Ste 314
Miami Beach, FL 33139

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:



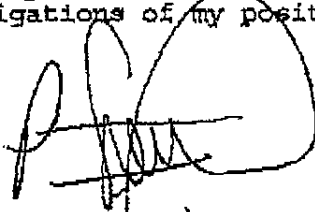
Patricio Stark
710 Washington Avenue, Ste 314
Miami Beach, FL 33139

Patricio Stark

November 10th 2005
Date

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Patricio Stark