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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**HABITAT USA CORP.**

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DIVISION OF STATE

FAX AUDIT NO.: H06000134255

**ARTICLES OF INCORPORATION  
OF  
HABITAT USA CORP.**

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

**Article I**

**Name**

The name of the corporation is **HABITAT USA CORP.**

**Article II**

**Duration and Existence**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within five business days thereafter.

**Article III**

**Purpose**

This purpose of this corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**Article IV**

**Principal Office and Mailing Address**

The initial principal office address of the corporation is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

The initial mailing address of the corporation is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Tel: (305) 376-6040  
Florida Bar No.: 0710430

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**Article V****Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock each having \$0.001 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

**Article VI****Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 2 South Biscayne Boulevard, Suite 3400, One Biscayne Tower, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: GY Corporate Services, Inc.

**Article VII****Incorporator**

The name and street address of the incorporator of this corporation are:

Mark J. Scheer, Esq.  
c/o Gunster Yoakley  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131

**Article VIII****Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer,

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director, employee or other agent. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

**Article IX**  
**Bylaws**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment to repeal by the directors.

**Article X**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 15<sup>th</sup> day of May, 2006.

  
\_\_\_\_\_  
MARK J. SCHEER, ESQ., Incorporator

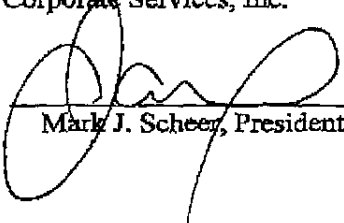
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

GY Corporate Services, Inc.

By:

  
Mark J. Scheer, President

Dated: May 15, 2006

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TALLAHASSEE, FLORIDA

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