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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

UHI-Worldwide Distribution, Inc.

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FAX AUDIT # H080000388463

ARTICLES OF INCORPORATION

OF

UHI WORLDWIDE DISTRIBUTION, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME AND PURPOSE

The name of this Corporation shall be: UHI Worldwide Distribution, Inc. The purpose for which the Corporation is organized is any and all lawful business.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 950 Peninsula Corporate Circle, Suite 3024, Boca Raton, Florida 33487.

ARTICLE III
CAPITAL STOCK

The maximum number of shares which the Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.0001 per share.

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**ARTICLE IV
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jay L. Valinsky
750 Southeast Third Avenue, Suite 100
Fort Lauderdale, FL 33316

**ARTICLE V
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Jay L. Valinsky
750 Southeast Third Avenue, Suite 100
Fort Lauderdale, FL 33316

**ARTICLE VI
INDEMNIFICATION**

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE VII
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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ARTICLE VIII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR


Jay L. Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


Jay L. Valinsky

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