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FLORIDA PROFIT/NON PROFIT CORPORATION

AFL USA 39 Corp.

Certificate of Status	1
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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

AFL USA 39 Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

AFL USA 39 Corp.

**8951 Bonita Beach Rd. SE, Suite 525-284
Bonita Springs, FL 34135**

ARTICLE III SHARES

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

1,500 Shares at no Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Stewart Sterubach
8951 Bonita Beach Rd. SE, Suite 525-284
Bonita Springs, FL 34135**

Prepared By:

**Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940**

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ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Stewart Sternbach - President/Director
8951 Bonita Beach Rd. SE, Suite 525-284
Bonita Springs, FL 34135

ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Stewart Sternbach
8951 Bonita Beach Rd. SE, Suite 525-284
Bonita Springs, FL 34135

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

12th day of January 2009.



Stewart Sternbach - Signature

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE
REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AFL USA 39 Corp.

2. The name and address of the registered agent and office is:

Stewart Sternbach

Name

8951 Bonita Beach Rd. SE, Suite 525-284

(P.O. Box or Mail Drop Box NOT Acceptable)

Bonita Springs, FL 34135

(City / State / Zip)

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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Stewart Sternbach
SIGNATURE

January 12, 2009
(Date)

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