

PHILIP SHENKMAN, Certified Public Accountant, P.A.

12515 North Kendall Drive, Suite 314

Miami, Florida 33186

Telephone: 305-271-8585

P95000048566

June 12, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: U.S.A. Marketing of America, Inc.

Dear Sir:

Enclosed please find a check in the amount of \$70.00 for fees to file the Articles of Incorporation of U.S.A. Marketing of America, Inc. Please return both copies of the Articles to the above address.

Sincerely,
PHILIP SHENKMAN C. P. A., P. A.

Philip Shenkman

Philip Shenkman
Certified Public Accountant

PS/jb
enclosures

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Member:

American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
U.S.A. MARKETING OF AMERICA, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make , subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

U.S.A. MARKETING OF AMERICA, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of June 12, 1995.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

2125 Biscayne Boulevard, Suite 215
Miami, FL 33137

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TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below. It will be known as Section 1244 Stock pursuant to the Internal Revenue code as amended in 1986 and no other.

Maximum Number of Shares	100
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued for only a consideration having, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

2125 Biscayne Boulevard, #215
Miami, FL 33137

The name of the initial Registered Agent of this Corporation at the aforementioned address is: Alberto Maduro.

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is as follows:

Alberto Maduro
2125 Biscayne Boulevard, #215
Miami, FL 33137

Santiago Espot
2125 Biscayne Boulevard, #215
Miami, FL 33137

Fred Joch
2125 Biscayne Boulevard, #215
Miami, FL 33137

Jayme Robreno
2125 Biscayne Boulevard, #215
Miami, FL 33137

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is as follows:

Alberto Maduro
2125 Biscayne Boulevard, #215
Miami, FL 33137

ARTICLE X

MISCELLANEOUS

A. The initial officers of the Corporation and their addresses shall be as follows:

President: Alberto Maduro
2125 Biscayne Boulevard, #215
Miami, FL 33137

Vice President: Santiago Espot
2125 Biscayne Boulevard, #215
Miami, FL 33137

Secretary: Fred Joch
2125 Biscayne Boulevard #215
Miami, FL 33137

Treasurer: Jayme Robreno
2125 Biscayne Boulevard, #215
Miami, FL 33137

B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

C. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.




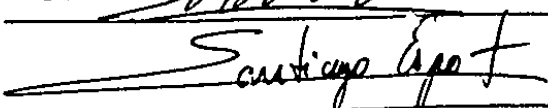
D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or deficiency of notice.

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, of Officers of, such other Corporation

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 12 day of June, 1995.

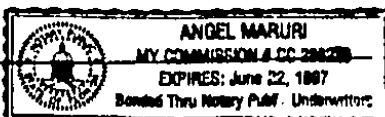
STATE OF FLORIDA
COUNTY OF DADE

EXECUTION OF the foregoing instrument was acknowledged before me this 12, day of June, 1995, by JOSEPH M. MARURI, FRED JOEL, Jaime R. Santiago, et al. who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take the oath.

Description of identification produced: _____

Angel Maruri
NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: _____



COMMISSION NO: _____

COMMISSION EXP. DATE: _____

Notary Name/Commission Number/Exp. Date - Type or Printed

The undersigned hereby accepts designation as Registered Agent of the Corporation.

[Signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA