

8/07/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

11:32 AM

((H95000008630)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-

FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000008630)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNITED STATES MERCHANDISING, INC.

FAX AUDIT NUMBER: H95000008630

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/07/1995

TIME REQUESTED: 11:31:56

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000008630)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:06::

Handwritten signature: AE-7

FILED
95 AUG -7 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG -7 PM 1:03

RECEIVED

19049224000 P.02

TO

JAN-27-1900 11:52 FROM

H95000008630

ARTICLES OF INCORPORATION
OF
UNITED STATES MERCHANDISING, INC.

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be:
UNITED STATES MERCHANDISING, INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The Shares of Stock shall be voting common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each Share of Stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B., Esq.
SCHMACHTENBERG & CASTILLO
1533 Sunset Drive, Suite 201
Miami, Florida 33143

ARTICLE V.
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by

This Instrument Prepared By:

Alvaro Castillo B., Esq.
1533 Sunset Drive, Suite 201
Miami, Florida 33143
(305) 666-4676
Florida Bar No. 611761

95 AUG - 7 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H95000008630

H95000008630

the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI.
INITIAL DIRECTORS

The name and post office address of the initial Directors of the Corporation are:

Name	Address
Jeffrey A. Patnick	P.O. Box 800622 Aventura, Florida 33281-0622
Andrea M. Patnick	P.O. Box 800622 Aventura, Florida 33281-0622

ARTICLE VII
INITIAL OFFICERS

The initial officers shall be elected at the first Board of Directors meeting.

ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
ALVARO CASTILLO B., ESQ.	1533 Sunset Drive, Suite 201 Miami, Florida 33143

ARTICLE IX.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal mailing address of the Corporation is as follows:

c/o 1533 Sunset Drive, Suite 201
Miami, Florida 33143

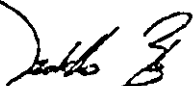
H95000008630

H9500008630

ARTICLE I.
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

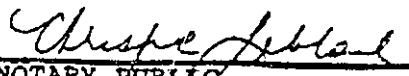
The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: 
Alvaro Castillo B.

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Alvaro Castillo B., personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 7th day of August, 1995.


NOTARY PUBLIC
CHRISTINE LEBLOND
Notary Public, State of Florida
My commission exp. Jan. 8, 1998
Commission No. CC 336284
DATE COMMISSION EXPIRES

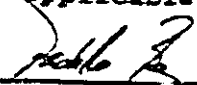
H9500008630

000000

H95000008630

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Alvaro Castillo B., Esq.
SCHMACHTENBERG & CASTILLO
1533 Sunset Drive, Suite 201
Miami, Florida 33143

H95000008630

FILED
95 AUG - 7 PM 2:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

19049224000 P.06

TO

1944-27-1900 11:53 FROM