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INCORPORATED DOCUMENTS

RS USAPHIL CORPORATION

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Robert E. Gonic

RS USAPHIL CORPORATION  
10916-8 Atlantic Blvd.  
Jacksonville, Fla 32225  
Tel. (904)645-7717

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ARTICLES OF INCORPORATION

OF

RS USAPHIL CORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, by for the formulation, liability, rights and privileges and immunities of a corporation for profit.

ARTICLES 1 - NAME

The name of the corporation shall be RS USAPHIL CORPORATION

ARTICLE 11 - OFFICE

The principal office of this corporation shall be situated at 10916 Ste. 8 Atlantic Blvd. Jacksonville, Florida 32225 AND SAID CORPORATION SHALL HAVE the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE 111 - REGISTERED AGENT

The street address of this corporation's initial registered office will be 2842 Lantana Lakes Dr. W Jacksonville, Florida 32246 AND THE NAME OF ITS INITIAL REGISTERED AGENT WILL BE RAFAEL D. ESMERIO AT SUCH ADDRESS.

ARTICLE 1V - NATURE OF BUSINESS

The nature of the business and the purposes to the transacted are to engage in and to have unlimited power to do any lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Law.

#### ARTICLES V - CAPITAL STOCK

The total authorized capital stock of this corporation shall be 50,000, divided into a maximum of 50,000 shares, which shall be of common stock of par value \$1 each., fully paid and nonassessable.

All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders or the corporation, within six months thereafter, they shall be deemed to have waived their privilege of purchasing, and he shall be at liberty to sell to anyone else, according to the same terms as filed with the corporation.

#### ARTICLE VI - CAPITAL

The amount of capital with which the corporation shall commence business shall not be less than \$1000.00

#### ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE VIII- POSITIONS

The business of this corporation shall be conducted by a Board of Directors consisting of one or more persons.

The Officers of this corporation shall be a President, a Vice President, A Secretary and treasurer and such other Officers as shall be appointed in accordance with the By-Laws of this corporation.

#### ARTICLES IX - DIRECTORS

The names and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RAFAEL D. ESMERIO	2842 LANTANA LAKES DR. W. JACKSONVILLE, FL 32246
SIMEON A. SANTO	12406 RUNNING RIVER RD. S JACKSONVILLE, FL 32225
TED DOMINGO	262 WHISLER SPRING CT. JACKSONVILLE, FL 32225

#### ARTICLE X - OFFICERS

The following shall hold office named until their successors shall be regularly elected and shall be qualified:

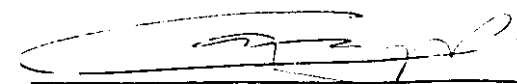
<u>NAME</u>		<u>ADDRESS</u>
SIMEON A. SANTO	- PRESIDENT	10741 JAVA DR. JACKSONVILLE, FL 32246
TED DOMINGO	- VICE PRESIDENT	262 WHISLER SPRING CT. JACKSONVILLE, FL 32225
RAFAEL D. ESMERIO	- SECRETARY & TREASURER	2842 LANTANA LAKES DR W JACKSONVILLE, FL 32246

#### ARTICLE XI - STOCK SUBSCRIBER

The names and street addresses of the original stock subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
RAFAEL D. ESMERIO	2842 LANTANA LAKES DR. W JACKSONVILLE, FL 32246

The undersigned incorporator has executed these articles of incorporation this 15<sup>th</sup> DAY OF August 1995.



SIGNATURE OF STOCK SUBSCRIBER AND REGISTERED  
AGENT. "I hereby accept the duties and responsibilities  
as registered agent."