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8500 N.W. 37TH COURT
CORAL SPRINGS, FLORIDA 33005

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January 30, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MARKETING USA CORPORATION

600001707136
-02/06/96--01023--021
***122.50 ***122.50

To the Secretary of State:

Enclosed please find an original and one copy of the
Articles of Incorporation for the above-referenced corporation.

Also included is a check in the amount of One Hundred Twenty
Two Dollars and Fifty Cents (\$122.50) representing the following:

Filing Fee	\$35.00
One Certified Copy	\$52.50
Registered Agent Fee	<u>\$35.00</u>
TOTAL	<u>\$122.50</u>

Additionally, I am including a stamped, addressed envelope
for the return of the recorded document to me.

If you have any questions, please contact me.

Thank you.

Very truly yours,

Gerald V. Walsh
Gerald V. Walsh

Enclosures: 4 as stated

GVW/aw

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96 FEB -5 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 2/9/96

ARTICLES OF INCORPORATION
OF
MARKETING USA CORPORATION

FILED

96 FEB -5 AM 9:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.
NAME

The name of the corporation is: MARKETING USA CORPORATION.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of the Corporation (or the mailing address) will be: 1000 Ponce De Leon Blvd., Suite 336, Coral Gables, FL 33134.

ARTICLE III.
DURATION

The corporation shall exist in perpetuity.

ARTICLE IV.
PURPOSE

The corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V.
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI.
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares. Shareholders will not have pre-emptive rights.

ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the corporation are:

NAME

Gerald V. Walsh

ADDRESS

9500 N.W. 37th Court
Coral Springs, FL 33065

ARTICLE VIII.
INITIAL BOARD OF DIRECTORS

The corporation shall have Two Directors initially. The number of Directors may be changed by the By-Laws adopted by the corporation. The name and address of the Initial Directors appear below.

<u>NAME</u>	<u>ADDRESS</u>
MARCOS OSORIO	1000 Ponce De Leon Blvd. Suite 336 Coral Gables, FL 33134
ALBERTO HERRERA	1000 Ponce De Leon Blvd. Suite 336 Coral Gables, FL 33134

ARTICLE IX.
INCORPORATION

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

<u>NAME</u>	<u>ADDRESS</u>
GERALD V. WALSH	9500 N.W. 37th Court Coral Springs, FL 33065

ARTICLE X.
BY-LAWS

The power to adopt, alter, amend or repeal the By Laws shall be vested in the Directors.

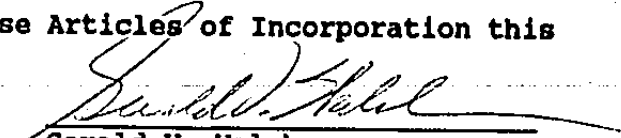
ARTICLE XI.
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII.
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the Date of Filing of these Articles of Incorporation with the State of Florida.

The undersigned has executed these Articles of Incorporation this 30th day of January, 1996.


Gerald V. Walsh
Incorporator

FILED

CERTIFICATE OF DESIGNATION

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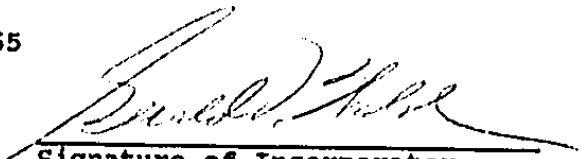
REGISTERED AGENT/REGISTERED OFFICE
UPON WHOM PROCESS MAY BE SERVED.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is MARKETING USA CORPORATION.
2. The name of the registered agent and office are:

Gerald V. Walsh
9500 N.W. 37th Court
Coral Springs, FLorida 33065


Signature of Incorporator
Gerald V. Walsh

Date: 1/30/96

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


Gerald V. Walsh
Resident Agent

Date: 1/30/96