

CHARGE, PLEASE ENTER YOUR PASSWORD. TO ADVANCE ON THIS PROCESS, ENTER
5/06/96 FLORIDA DIVISION OF CORPORATIONS 1:36 PM
PUBLIC ACCESS SYSTEM

((H96000006397))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591

((H96000006397))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: U.S.A. SERVICE MERCHANDISE, INC.
FAX AUDIT NUMBER: H96000006397 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/06/1996 TIME REQUESTED: 13:35:55
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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** ENTER 'M' FOR MENU. **

5/06/96

FLORIDA DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

AS/6

DIVISION OF CORPORATIONS

96 MAY -6 PM 4:08

RECEIVED

ARTICLES OF INCORPORATION OF

U.S.A. SERVICE MERCHANDISE, INC.

ARTICLE I. NAME

The name of this corporation is:

U.S.A. SERVICE MERCHANDISE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholders upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
AMADO M. ALVAREZ
611 N.W. 82nd Avenue
Miami, FL. 33126
305-266-5190

ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:
611 N.W. 82ND AVE., MIAMI, FL 33126

The name of the initial registered agent of this corporation is:
AMADO M. ALMANZAR

The corporation principal office shall be:
611 N.W. 82ND AVE., MIAMI, FL 33126

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have (3) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

AMADO M. ALMANZAR
611 N.W. 82ND AVE.
MIAMI, FL 33126

JOSE MIGUEL BATISTA
3508 TORREMOLINOS AVE.
MIAMI, FL 33126

RAMON J. ALMANZAR
611 N.W. 82ND AVE.
MIAMI, FL 33126

ARTICLE IX. INDEMNIFICATION

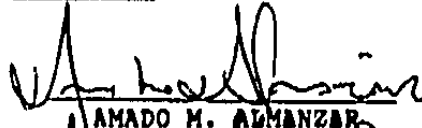

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is (are):

AMADO M. ALMANZAR, 611 N.W. 82ND AVE., MIAMI, FL 33126
JOSE MIGUEL BATISTA, 3508 TORREMOLINOS AVE, MIAMI, FL 33126

IN WITNESS THEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporations with the Secretary of State of the State of Florida, and accordingly set our hands and seal this 2 day of MAY 1996.


AMADO M. ALMANZAR

JOSE MIGUEL BATISTA

STATE OF FLORIDA
COUNTY OF DADE

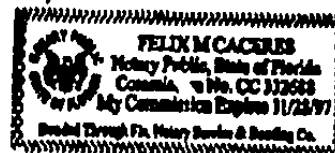
I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgments, personally appeared -----

----- AMADO M. ALMANZAR AND JOSE MIGUEL BATISTA -----

to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Dade and State of Florida, this 2nd day of MAY 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED

1196000006397

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That U.S.A. SERVICE MERCHANDISE, INC.-----
qualified to do business under the laws of the State of Florida with its principal office at
the City of MIAMI
County of DADE, State of Florida has appointed -----
AMADO M. ALMANZAR-----
City of MIAMI, County of DADE . State of Florida, as its agent to
accept service of process within this State.

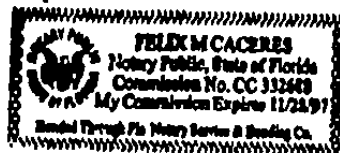
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation,
at place designated in this Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act, relative to keeping open said office.


AMADO M. ALMANZAR

Sworn to and subscribed before me,
this 2nd day of MAY, A.D. 1996


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



FILED
96 MAY -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000006397