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***122.50 ***122.50

May 31, 1996

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

Re: USA MARKETING CONCEPTS, INC.

Gentlemen:

Enclosed please find the original and one copy of the
Articles of Incorporation, together with my check in
the amount of \$122.50.

This represents the cost of the Filing Fees, Certified
Copy of Articles of Incorporation and Fee for Registered
Agent Designation for the above named corporation.

Sincerely yours,

Franco Almeida

Franco Almeida

USA Marketing Concepts, Inc.

ADDRESS:
P.O. Box 2884
Bellevue, FL 34421

PHONE:
(352) 245-5268

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 11 AM 10:39

FILED

DMC
6/4/96

685,677



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1996

FRANCO ALMEIDA
P.O. BOX 2884
BELLEVUE, FL 34421

SUBJECT: USA MARKETING CONCEPTS, INC.
Ref. Number: W96000011760

We have received your document for USA MARKETING CONCEPTS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 096A00027850

ARTICLES OF INCORPORATION

of

USA MARKETING CONCEPTS, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

USA MARKETING CONCEPTS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

| | | |
|-----------------|---------|-------|
| STREET ADDRESS | | |
| 3200 SE 115 ST. | | |
| CITY | FLORIDA | ZIP |
| BELLEVUE | | 34420 |

Mailing address, if different

| | | |
|----------------|---------|-------|
| STREET ADDRESS | | |
| P.O. Box 69 | | |
| CITY | FLORIDA | ZIP |
| BELLEVUE | | 34421 |

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

| | | |
|----------|---------------------------------|-------|
| NAME | FRANCO ALMEIDA | |
| ADDRESS | P.O. Box 2884 / 3200 SE 115 ST. | |
| CITY | FLORIDA | ZIP |
| BELLEVUE | | 34421 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| | | | |
|---------|---------------------------------------|-------|--------------|
| NAME | <u>FRANCO ALMEIDA</u> | | |
| ADDRESS | <u>3200 SE 115 ST / P.O. Box 2884</u> | | |
| CITY | <u>BELLEVIEW</u> | STATE | <u>FL</u> |
| | | ZIP | <u>34421</u> |
| NAME | <u>HUEY A. REED</u> | | |
| ADDRESS | <u>516 S. CANADAY DR.</u> | | |
| CITY | <u>INVERNESS</u> | STATE | <u>FL</u> |
| | | ZIP | <u>34450</u> |
| NAME | <u>GERALD BOWLES</u> | | |
| ADDRESS | <u>4335 SE HWY 484</u> | | |
| CITY | <u>BELLEVIEW</u> | STATE | <u>FL</u> |
| | | ZIP | <u>34420</u> |

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | | |
|---------|---------------------------------------|-------|--------------|
| NAME | <u>FRANCO ALMEIDA</u> | | |
| ADDRESS | <u>3200 SE 115 ST / P.O. Box 2884</u> | | |
| CITY | <u>BELLEVIEW</u> | STATE | <u>FL</u> |
| | | ZIP | <u>34421</u> |
| NAME | <u>HUEY A. REED</u> | | |
| ADDRESS | <u>516 S. CANADAY DR.</u> | | |
| CITY | <u>INVERNESS</u> | STATE | <u>FL</u> |
| | | ZIP | <u>34450</u> |
| NAME | <u>GERALD BOWLES</u> | | |
| ADDRESS | <u>4335 SE HWY 484</u> | | |
| CITY | <u>BELLEVIEW</u> | STATE | <u>FL</u> |
| | | ZIP | <u>34420</u> |

The undersigned incorporator(s) have executed these Articles of Incorporation this 31 day of MAY, 19 96.

Franco Almeida (Signature)
Gerald D. Bowles (Signature)
Huey A. Reed (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
96 JUN 11 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

USA MARKETING CONCEPTS, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office
as indicated in the Articles of Incorporation

at 3200 SE 115 ST.

BELLEVIEW, FL 34420

has named FRANCO ALMEIDA

located at the aforesaid address, as its registered agent to accept service of process within this
state.

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 regis-
tered 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.

Franco Almeida
(Signature)

5-31-96
(Date)