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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
TR: DEPARTMENT OF TAXES W. LAGLE, JR.
STATE OF FLORIDA SUITE 200
408 LAKE GRANT STREET MIAMI 33135-1000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 822-1000 PHONE: (305) 541-3094
FAX: (305) 541-3770
((H96000008576))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BASE USA, INC.

FAX AUDIT NUMBER: H96000008576

DATE REQUESTED: 06/19/1996

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EMPIRE CORPORATE KIT

P.02/20

ARTICLES OF INCORPORATION

OF

BASE USA, INC.

ARTICLE I- NAME

The name of the corporation is BASE USA, INC.

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

BASE USA, INC.
716 Lincoln Road
Miami Beach, FL 33139

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

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

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 S. Biscayne Blvd., Suite 800, Miami, FL 33131 and the name of the registered agent of this corporation is Timothy H. Crutchfield.

ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

Prepared By: Timothy H. Crutchfield, Esquire
100 S. Biscayne Blvd.
Suite 800
Miami, FL 33131
FBN-621617
305-374-1300

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ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have two 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. The names and addresses of the initial directors and officers of this corporation are:

Director and President: Steven Giles
Box 1735
St. John's
Antigua, W.I.

Director and Vice President: Bruce Cannella
Box 1735
St. John's
Antigua, W.I.

ARTICLE VIII- INCORPORATOR

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

Timothy H. Crutchfield
100 S. Biscayne Blvd., Suite 800
Miami, FL 33131

ARTICLE IX- BY-LAWS

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

ARTICLE X- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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ARTICLE XI- INDEMNIFICATION

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

ARTICLE XII- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 19th day of June, 1996.


TIMOTHY H. CRUTCHFIELD


STATE OF FLORIDA

SS

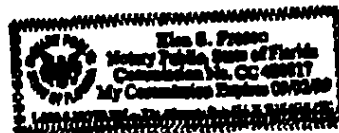
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Timothy H. Crutchfield, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 19 day of June, 1996.


Notary Public, State of Florida
Printed Name:

My commission expires:



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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, BASE USA, INC., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Timothy H. Crutchfield, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent.


TIMOTHY H. CRUTCHFIELD

This instrument prepared by:

Timothy H. Crutchfield, Esquire
100 S. Biscayne Blvd.,
Suite 800
Miami, FL 33131
FBN: 621617

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