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HITS

USA
PRESENTS™

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ENCLOSED You will find two copies
of our articles of incorporation
Please send back a copy in the
return envelope.

Thank you



Angel Cortes GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VIII
DATE 6-24-96
DOC. EXAM Ht

WORLD HEADQUARTERS
ORLANDO FLA.
1-888-HITS USA

407-851-9112
Angel Cortes

TH
6-25-96

**ARTICLES OF INCORPORATION
OF**

HITS USA, INC.

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I
Name & Address**

The name of this corporation is:

HITS USA, INC.

The address of the principle offices is:

7611 South Orange Blossom Trail Suite #309
Orlando, FL 32809

**ARTICLE II
Term of Existence**

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

**ARTICLE III
Nature of Business**

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV
Capital Structure**

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 750,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John W. Ashton, III. The street address of the initial registered office of this corporation, which is identical with the business office of this registered agent is, 7611 South Orange Blossom Trail Suite #309 Orlando, FL 32809

ARTICLE VI

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, shall be decided by resolution of the shareholders.

ARTICLE VII

Initial Board of Directors

The names and addresses of the members of the initial Board of Directors of the corporation, who, subject to these Articles of Incorporation and the laws of the state of Florida, shall hold office until the first annual meeting of the shareholders or until resignations, removal from office or deaths:

Name	Address
Angel L. Cortes, Jr.	6233 Wynfield Court Orlando, FL 32819
John W. Ashton, III	P.O. Box 846 Windermere, FL 34786
Steve R. Weinstein	11916 Atlin Drive Orlando, FL 32837
John C. Hill	530 E. Central Blvd. #501 Orlando, FL 32801
Donnie Miller	4548 Commander Dr. Orlando, FL 32822
James A. Zaleski	8585 Cedar Cove Dr. Orlando, FL 32809

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Angel L. Cortes, Jr.

6233 Wynfield Court
Orlando, FL 32819

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

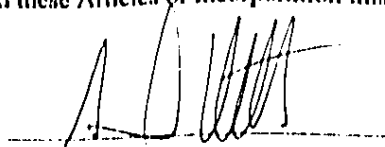
ARTICLE X
Indemnification

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

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

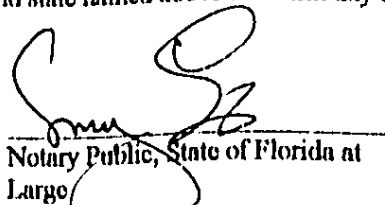
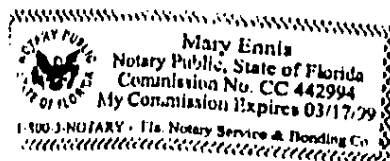
IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 12th day of June, 1996.



State of Florida
County of Orange

Before me personally appeared John W. Ashton, III, to me well known and known to me to be the individual described in and executed the forgoing, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 12th day of June, 1996



Notary Public, State of Florida at
Large

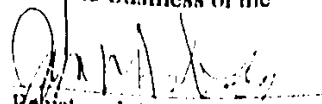
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 607.034, Florida Statutes, the following is submitted:

Hits USA, Inc., desiring to organize or qualify under the laws of the State of Florida, with
its principle place of business at the City of Orlando, State of Florida, has named John W.
Ashton III located at 7611 South Orange Blossom Trail Suite #309, City of Orlando, State
of Florida, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the
registered agent are identical.


Registered Agent

6-12-11
Date