

P960Q0056988

TRANSMITTAL LETTER

May 17, 1996

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

300001644098  
-05/30/96--01031--013  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: USA PRODUCTS, INC.  
(proposed corporate name)

Enclosed are an original and one (1) copy of the Articles  
of Incorporation for the above corporation and a check in  
the amount of \$122.50.

FROM: David C. Wismer  
23440 Janice Avenue  
Charlotte Harbor, FL 33980-8403  
(941) 766-9843

PLEASE RETURN COMPLETED FORM TO:

DAN MURPHY ACCOUNTING & TAX SERVICES  
2450 Tamiami Trail, Suite D  
Port Charlotte, FL 33952-3949  
(941) 764-1144 - Office / (941) 764-1959 - Fax

W96-11734

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL - 8 PM 3:43

FILED

Note: Additional copy of articles is needed only when  
a certified copy is requested.

AL JUL - 8 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 4, 1996

DAVID C. WISMER  
23440 JANICE AVE.  
CHARLOTTE HARBOR, FL 33980-8403

SUBJECT: USA PRODUCTS, INC.  
Ref. Number: W96000011734

We have received your document for USA PRODUCTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 696A00027814

**TRANSMITTAL LETTER**

June 19, 1996

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

SUBJECT: USA DIVERSIFIED PRODUCTS, INC.  
(proposed corporate name)

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

FROM: David C. Wismer  
23440 Janice Avenue  
Charlotte Harbor, FL 33980-8403  
(941) 766-9843

**PLEASE RETURN COMPLETED FORM TO:**

DAN MURPHY ACCOUNTING & TAX SERVICES  
2450 Tamiami Trail, Suite D  
Port Charlotte, FL 33952-3949  
Ph: (941) 764-1144 Fax: (941) 764-1959

Note: Additional copy of articles is needed only when a certified copy is requested.

**ARTICLES OF INCORPORATION  
OF  
USA DIVERSIFIED PRODUCTS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE 1. - NAME AND MAILING ADDRESS**

The name of this corporation is USA Diversified Products, Inc. and its mailing address shall be 23440 Janice Avenue, Charlotte Harbor, FL 33980-8403.

**ARTICLE 2. - DURATION OF CORPORATE EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE 3. - PURPOSES**

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

**ARTICLE 4. - CAPITAL STOCK**

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1000 shares of common stock. There shall be no other type or class of stock.

**ARTICLE 5. - ADDRESS AND REGISTERED AGENT**

The street address of the initial registered office of this corporation shall be 23440 Janice Avenue, Charlotte Harbor, FL 33980-8403. The name of the initial registered agent at such address is David C. Wismer.

**ARTICLE 6. - DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

**ARTICLE 7. - INITIAL DIRECTOR**

The names and mailing addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
David C. Wismer	23440 Janice Avenue Charlotte Harbor, FL 33980-8403

**ARTICLE 8. - INCORPORATOR**

The name and mailing address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
David C. Wismer	23440 Janice Avenue Charlotte Harbor, FL 33980-8403

#### **ARTICLE 9. - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto  
subscribed his/her name and affixed his/her seal this  
19th day of June, 1996.

Witnesses:

Nicki Hotchkiss

David C. Wismer 6/19/96  
David C. Wismer  
Director

Fran Danilison

State of Florida  
County of Charlotte

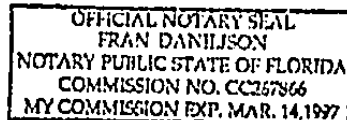
I HEREBY CERTIFY that on this day, before me, a  
Notary Public duly authorized in the State and County  
named above to take acknowledgements, personally appeared  
David C. Wismer to me known to be the person described as  
Incorporator in and who executed the foregoing Articles of  
Incorporation, and he acknowledged that he executed the  
same for the purposes therein stated.

WITNESS my hand and official seal in the State  
and County aforesaid this 19th day of June, 1996.

Produced FA PRIV Lic # W25616360101

Fran Danilison  
Notary Public

My commission expires:



FILED

**CERTIFICATE DESIGNATING A REGISTERED AGENT  
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

96 JUL -8 PM 3:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

USA DIVERSIFIED PRODUCTS, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 23440 Janice Avenue, Charlotte Harbor, FL 33980-8403, County of Charlotte, State of Florida, has designated David C. Wismer, whose street address is 23440 Janice Avenue, Charlotte Harbor, FL 33980-8403, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

USA PRODUCTS, INC.

By:

David C. Wismer 6/19/96  
David C. Wismer, President

**ACCEPTANCE**

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

David C. Wismer 6/19/96  
David C. Wismer