

P960000 57588

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED JUL 9 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/9		
TIME	11:30		CK No. _____
BY	DD		

WALK-IN
Will Pick Up _____

RE: USDC Group, Inc No 52813

<input checked="" type="checkbox"/> Capital Express™	
<input type="checkbox"/> Art. of Inc. File	
<input type="checkbox"/> Corp. Record Search	
<input type="checkbox"/> Ltd. Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input type="checkbox"/> () Cert. Copy(s)	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> C U S.	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Name Reservation	
<input type="checkbox"/> Annual Report/Reinstatement	
<input type="checkbox"/> Reg. Agent Service	
<input type="checkbox"/> Document Filing	
<input type="checkbox"/> Corporate Kil	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> Document Retrieval	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> File No.'s, _____ Copies	
<input type="checkbox"/> Courier Service	
<input type="checkbox"/> Shipping/Handling	
<input type="checkbox"/> Phone ()	
<input type="checkbox"/> Top Priority	
<input type="checkbox"/> Express Mail Prep.	
<input type="checkbox"/> FAX () pgs.	
SUBTOTALS _____	

FEE.....	\$ 21.00
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION OF

USDC GROUP, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is USDC GROUP, INC.

2. PRINCIPAL OFFICE/MAILING ADDRESS: The principal office of the corporation is 715 3rd Avenue, Satellite Beach, Florida, 32937. The mailing address of the corporation is 715 3rd Avenue, Satellite Beach, Florida 32937.

3. SHARES: The number of shares the corporation is authorized to issue is Ten (10) shares.

4. VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding stock.

5. PREEMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and

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TALLAHASSEE, FLORIDA

conditions of the issue of shares, and inviting him/her to exercise his/her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

6. INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent and office of this corporation is: Robert Tavaglione
715 3rd Avenue
Satellite Beach, FL 32937

7. INCORPORATORS: The names and addresses of the Incorporators are: Robert Tavaglione
715 3rd Avenue
Satellite Beach, FL 32937

James Lee
ABC 4th FL #220
Shan E Road, Sec. 3
Chung Li City, Taoyuan Taiwan

8. INITIAL DIRECTOR: This corporation shall have one (1) director initially. The number of directors may be increased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial director is:

James Lee

ABC 4th FL #220
Chung Shan E Road, Sec. 3
Chung Li City, Taoyuan Taiwan

9. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

10. DURATION: The period of its duration is perpetual.

11. MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in special, regular and annual meetings of the Board of Directors by means of conference, telephone or similar communications equipment as provided by law.

12. INDEMNIFICATION: The corporation may be empowered to indemnify an officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

13. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of July, 1996.


ROBERT TAVAGLIONE, INCORPORATOR

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes 1995.


ROBERT TAVAGLIONE, Registered Agent

STATE OF FLORIDA)
COUNTY OF BREVARD) s.s.:

BEFORE ME, the undersigned authority, appeared ROBERT TAVAGLIONE, who provided FL Driver's License as identification that he is the person who executed the foregoing

Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and did take an oath.

this 8th IN WITNESS WHEREOF, I have herunto set my hand and seal day of July, 1996.

John C. Hubbard
Notary Public Signature

John C. Hubbard
Notary Public Printed Signature



JOHN C. HUBBARD
MY COMMISSION # CC200600 EXPIRES
March 18, 1997
BONDED THRU TROY FARM INSURANCE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA