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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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109 EAST BAY STREET

34 NW 11TH ST

TALLAHASSEE, FL 32399

MIAMI FL 33134-2890

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: USABIA, INC.

FAX AUDIT NUMBER: H96000009504

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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SOUTHERN STATE
ATLANTA, GA 30303ARTICLES OF INCORPORATION
OFUSASIA, INC.
(A profit corporation)

The undersigned, John Contee whose post office address is 7601 E. Treasure Dr. #410 MiamiBeach, Fl. 33141, does under and by virtue of the laws of the State of Florida authorizing the formation of corporation, hereby forms a corporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this corporation shall be USASIA, INC. and shall conduct its operation and its place of business principally within the United States and incidentally outside the territory of the United States including any foreign country as may be determined by the By-laws except as restricted herein.

ARTICLE II

TERM OF EXISTENCE

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSES

The general purposes for which this corporation is organized are:

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ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-520-0771

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- a) To engage in the business of IMPORT/EXPORT in all its capacity and to manufacture, buy, sell, deal in, distribute any and all such commodities and products as are or may be handled, used in and employed in and about such business.
- b) To import, export, manufacture, produce, buy, sell, and otherwise deal in and with, goods, wares, and merchandise of every class and description.
- c) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
- d) To build, construct, purchase or lease, or otherwise acquire, and to own, hold, operate, sell, lease or otherwise dispose of materials, factories, plants, warehouses, works and machinery, and any and all other properties and things of whatsoever kind and character, real, personal and mixed, tangible or intangible, including good will necessary or desirable in connection with any of the objects herein before or herein after set forth.
- e) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in any business of the Corporation or in the equipment, furnishing improvement, development, or management of any property, real or personal, at any time owned, held; or occupied by the Corporation and invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time held or owned by the Corporation.

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f) To adopt, apply for, obtain, purchase, lease, register, sell and grant licenses or other rights with reference to any trademarks, patents, patent rights, patent pending, franchises, designs, inventions, improvements and the like, including but not limited to any may be covered by, or secured or received under letters patent of the United States of America or elsewhere and any licenses in respect thereof and any or all rights connected therewith.

g) To buy, sell, assign, convey, and cancel loans upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation. :

h) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations to evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or

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possession thereof, or under the laws of any foreign country, and also foreign, and domestic government and municipal obligation, bank acceptances, commercial papers and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this corporation or otherwise; and owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this corporation.

i) To make and carry out contracts for building, erecting improving and repairing buildings, improvements, warehouses and structures of every kind and nature whatsoever.

j) To own conduct, operate and maintain a store or stores or distribution centers, warehouses, lots, lots, storage centers, or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in foods production and sales.

k) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to building, furnish, equip, construct and repair buildings and to have all the powers conferred upon such corporation to carry on any business in connection with an incident to the foregoing under the laws of the State of Florida or any other state.

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1) Generally, to make and perform contracts of any kind description, and for the purpose of attaining any of the objects of the corporation, to do and to perform any other act or things, and to exercise any and all powers which co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do or perform any and all things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied.

ARTICLE IV

STOCK

a) The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares, having a par value of Ten Dollars (\$10.00) each.

b) In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary the holder of the shares shall receive, out of the assets of the Corporation remaining after debts and liabilities have been paid, according to the number of the shares held.

c) No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation stock without first advising the Corporation of such sale.

d) All of the issued and outstanding shares of the corporation stock shall be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of the agreement shall be kept on file with the secretary of the corporation at reasonable times during business hours. Shares of stock in this corporation shall not

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H96-09504 be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE V

POWERS

The corporation is to have any and all powers to do any and all things necessary or expedient to carry out the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the bi-laws and to possess all rights, privileges and immunities and to enjoy benefits granted corporations under the laws of the State of Florida.

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ARTICLE VI

OFFICERS

The name and address of the incorporator is:


NAMEADDRESS
John Coetzee7601 E. Treasure Dr.
#410 Miami Beach, Fl. 33141

IN WITNESS WHEREOF, I have hereunto set my hands and seal, this 9th day of July, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I do hereby make and file in the office of the Secretary of Florida these Article of Incorporation and Certified that the facts herein stated are true.

STATE OF FLORIDA)
COUNTY OF DADE)
SS

Personally appeared before me, the undersigned authority, John Coetzee, whom is to me well known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation, and acknowledge before me, according to law, that he may and subscribe the same for the uses and purposes herein mentioned and set forth.

WITNESS my hand and official seal at Miami, Florida this

9th day of July, 1996.
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
Beatriz M. Arguilla
My Commission ExpiresI.D.: International D.C.
N182134

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0301, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

USABIA, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

John Coetzee

(NAME)

7601 E. Treasure Dr. #410

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami Beach, Fl. 33141

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 registered 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.


(SIGNATURE)

07-09-96
(DATE)

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