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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**U.S. INTERMED INTERNATIONAL, INC.**

The undersigned incorporator, for the purpose of forming corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

**U.S. INTERMED INTERNATIONAL, INC.**

The principal place of business of this corporation shall be:

**103 LA COSTA STREET #A2, MELBOURNE BEACH, FL 32951**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory, or Nations.

This Instrument Prepared By:  
**GLORIA C. GONIALES, P.A.**  
**7336 WEST 20TH AVENUE**  
**BIALEAH, FLORIDA 33016**  
**(305) 827-0035**  
**F.B.N. 0775703**

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**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of Common Stock, each share having a par value of ONE (\$1.00) DOLLAR. Authorized capital stock may be paid for in cash, services, property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

**ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation is 103 LA COSTA STREET, #A2, MELBOURNE BEACH, FL 32951, and the name of the initial registered agent of this corporation at that address is JUAN MASON.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall be conducted by a Board and have four directors initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one director. The name and address of the initial directors of this corporation are:

JUAN MASON	-	103 LA COSTA STREET #A2 MELBOURNE BEACH, FL 32951
NILO HERNANDEZ	-	1401 WEST FLAGLER STREET SUITE 206 MIAMI, FL 33135

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**ARTICLE VII - INITIAL OFFICERS**

The names of the initial officers is as follows:

<b>JUAN MASON</b>	-	<b>103 LA COSTA STREET #A2 MELBOURNE BEACH, FL</b>	<b>PRESIDENT/ TREASURER</b>
<b>MILO HERNANDEZ</b>	-	<b>1401 WEST FLAGLER ST. SUITE 206 MIAMI, FL 33135</b>	<b>VICE PRESIDENT/ SECRETARY</b>

**ARTICLE VIII - INCORPORATION**

The names and street addresses of the persons signing these Articles are:

<b>JUAN MASON</b>	-	<b>103 LA COSTA STREET #A2 MELBOURNE BEACH, FL</b>	<b>PRESIDENT/ TREASURER</b>
<b>MILO HERNANDEZ</b>	-	<b>5400 WEST 21ST COURT SUITE 106 STALMAN, FL 33016</b>	<b>VICE PRESIDENT/ SECRETARY</b>

**ARTICLE IX - DISTRIBUTION**

The name and post office address of each subscriber of these Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>SHARES</b>
<b>JUAN MASON</b>	<b>103 LA COSTA STREET #A2 MELBOURNE BEACH, FL</b>	<b>50</b>
<b>MILO HERNANDEZ</b>	<b>1401 WEST FLAGLER ST. SUITE 206 MIAMI, FL 33135</b>	<b>50</b>

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**ARTICLE X - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

**ARTICLE XI - 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 stockholder's 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 of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of August, 1996.

Signature of Incorporators:

JUAN MASON

MILO HERNANDEZ

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared JUAN MASON AND MILO HERNANDEZ known to me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of August 1996.

MY COMMISSION EXPIRES:

LUCIA N. GOMEZ  
NOTARY PUBLIC, STATE OF FLORIDA

BY: LUCIA N. GOMEZ  
PRINT NOTARY NAME



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**ARTICLES OF INCORPORATION FILING FEE:**

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

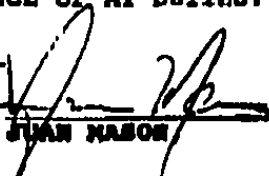
**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:**

**FIRST -- THAT: U.S. INTERNET INTERNATIONAL, INC.**

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MELBOURNE BEACH, STATE OF FLORIDA, AT 103 LA COSTA STREET, #A2, MELBOURNE BEACH, FL 32951, HAS NAMED JUAN MASON LOCATED 103 LA COSTA STREET, #A2, MELBOURNE BEACH, FLORIDA 32951 TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.**

**DATED:** 8-9-96

  
**JUAN MASON** **REGISTERED AGENT**

**FILED**  
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**TALLAHASSEE, FLORIDA**

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