

P96000098187

TRANSMITTAL LETTER  
Department of State  
Division of Corporations

P.O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
11-27-96

Subject: USA CITIZENSHIP NETWORK, INC.  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$78.50

FROM: Professional Consultants  
( Name)

2320 S. W. 57 Ave. (Address)

Miami, FL 33155  
(City, State, & Zip)

(305)267-1926  
(Telephone Number)

FILED  
96 DEC -2 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/03/96--01156--006  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

*[Handwritten signature]*

12/2/96  
PB

ARTICLES OF INCORPORATION  
OF  
USA CITIZENSHIP NETWORK, INC.

ARTICLE I  
NAME

The name of the corporation is USA CITIZENSHIP NETWORK, INC.

ARTICLE II  
PRINCIPAL OFFICE

The mailing address of this corporation is 1665 West 68th Street, Store No. 105  
Hialeah, Florida.

ARTICLE III  
PURPOSE

The corporation is organized for the transaction of any and all lawful business, for which a corporation may be incorporated under the laws of the state of Florida, including but not limited to the business of manufacturing and sale of products such as artwork, statues, ornaments and other items, or any other business incident or connected to such business, including retail and wholesale sales.

ARTICLE IV  
CAPITAL STOCK

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value/Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

ARTICLE V  
TERM OF EXISTENCE

This corporation is to exist perpetually from the date these Articles are subscribed to the provisions of the Florida Statutes Sections 607.167.

EFFECTIVE DATE  
11/17/96

FILED  
DEC-2 AM 10:55  
SECRETARY OF  
STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is WALDO FAURA, JR. and the address of the initial state registered office is 1665 West 68th Street, Store No. 105, Hialeah, Florida, pursuant to the Florida Statutes Section 607.0501 and 607.0505. The registered agent shall also serve as resident agent pursuant to Florida Statutes Section 48.091.

**ARTICLE VII**  
**DIRECTORS**

The corporation shall have one (1) director initially. The number of director may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

WALDO FAURA, JR.  
1665 West 68th Street  
Hialeah, Florida

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator is:

WALDO FAURA, JR.  
1665 West 68th Street  
Hialeah, Florida

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLES X**  
**CUMULATIVE VOTING**

FILED  
DEC - 2 11 9:45  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

## ARTICLE XI INDEMNIFICATION

This Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21 day of Nov 1996.

Walter Paul

**Incorporator WALDO FAURA, JR.**

STATE OF FLORIDA )  
 )SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 21 day of Nov 1996, by WALDO FAURA, JR., known to me or who have produced the following identification Florida Driver's Lic.


Ana Rodriguez  
Notary Public for State of Florida at Large

My commission expires: **MAY 22, 1990**  
(Seal) **ANGEL M. RIGUEZ**  
My Comm. Expires **May 22, 1990**  
**No. CC 374845**  
Bonded Thru Official **JACCEP**

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process from the above stated corporation at the place designated in Article VI, I hereby accept appointment and agree to comply with the provisions and all statutes relating to the proper and complete performance of my duties, and I am familiar and have accepted the obligation of my position as provided in Florida Statutes Section 607.0505.

**ANA J. RODRIGUEZ**  
Notary Public - State of Florida  
My Comm. Expires May 22, 1998  
No. CG 374145  
Bonded thru Official Notary Services

  
WALDO FAURA, JR., Registered Agent