

996000098187

TRANSMITTAL LETTER

Department of State
Division of Corporations

P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
12/03/96

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
USA CITIZENSHIP NETWORK, INC.**

ARTICLE I

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 #108
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:

Number of Shares Authorized Par Value/Share Class of Stock
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.

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.

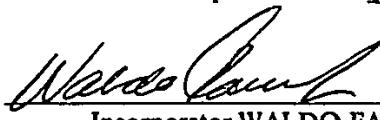
ARTICLES X
CUMULATIVE VOTING

At each election for directors, cumulative voting as set forth in Florida Statutes Section 607.097 (4) shall be allowed, provided ten (10) days' notice in writing be given the secretary of the company by the shareholder desiring cumulative voting.

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.

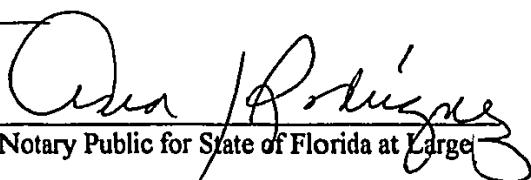

Incorporator WALDO FAURA, JR.

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 Divis. Inc.


Notary Public for State of Florida at Large

My commission expires:
ANA J. RODRIGUEZ
(Seal) Notary Public State of Florida
My Comm. Expires May 22, 1998
No. CC 374845
Bonded thru Official Notary Services

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.


WALDO FAURA, JR., Registered Agent

ANA J. RODRIGUEZ
Notary Public State of Florida
My Comm. Expires May 22, 1998
No. CC 374845
Bonded thru Official Notary Services

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