

FROM: EMPIRE CORPORATE KIT COMPANY

CONTACT: RAY STORMONT

PHONE: (305)541-3694

NAME: U.S. 1 BUSINESS, INC.

AUDIT NUMBER......1196000017498

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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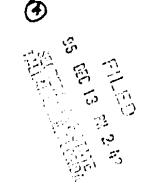
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ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: U. S. 1 DUSINEBB, INC.

WITH THE PRINCIPAL PLACE OF DUSINESS LOCATED AT: 4815 N.N. 79TH AVENUE #4
MIAMI, PL. 33166



ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY CHARCHOLDER, UPON THE SALB FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR FRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS: 4815 N.W. 79TH AVENUE #4
MIAMI, FL. 33166

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

RAUL DE ALMEIDA ROCHA
CUILLERHO UNIETA
2126 WEST 68TH STREET
BITALEAH, FL. 33016
(307) 558-4514

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE SITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BYLAWS, BUT SHALL NEVER DE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION 18/ ARE:

RAUL DE ALMEIDA ROCHA - PRESIDENT, SECRETARY & DIRECTOR VIVIANE BRUSCH TRESPACH - VICE-PRESIDENT, TREASURER & DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:
RAUL DE ALMEIDA ROCHA
4815 N.W. 79TH AVENUE #4
MIAMI, FL. 33166
(305) 470-7203

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL HE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 12TH DAY OF DECEMBER 1996.

Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT U. S. 1 BUSINESS, INC.

THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE HE PRINCIPAL OFFICE IN THE COUNTY OF BADE, STATE OF FLORIDA, HAS APPOINTED:

RAUL DE ALMEIDA ROCHA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF: U. S. 1 BUSINESS, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES,

THIS 12TH DAY OF DECEMBER , 1996.

Referred Agent

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