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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PSA-USA, INC.

AUDIT NUMBER.....H97000002443

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF

PSA-USA, INC.

ARTICLE I
NAMEEFFECTIVE DATE2-7-97

The name of this corporation is: PSA-USA, INC.

ARTICLE II
DURATION

This corporation shall exist on a perpetual basis commencing on the date of the signing of these Articles.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in ** and for any and all other lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, said shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
FURTHER AND OTHER POWERS

The corporation shall have all powers given to it by the laws of the State of Florida, now or hereafter, and any specific power enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE VII
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Charles H. Gelman, Esq.
25 SE And Avenue #1035
Miami, FL 33131
(305) 579-9100
FBN. 270067

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P.23/24

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ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Board of Directors is as follows:

JEAN CAZALET, SUITE 225, 180 N.E. 39TH STREET, MIAMI, FLORIDA 33137

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

JEAN CAZALET, SUITE 225, 180 N.E. 39TH STREET, MIAMI, FLORIDA 33137

ARTICLE X
INITIAL REGISTERED AGENT

The street address of the initial registered agent is:

SUITE 225, 180 N.E. 39TH STREET, MIAMI, FLORIDA 33137

ARTICLE XI
INITIAL OFFICE OF THE CORPORATION

The street address of the initial office of the Corporation is:

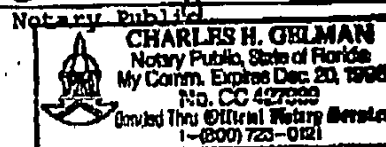
SUITE 225, 180 N.E. 39TH STREET, MIAMI, FLORIDA 33137
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7 day of ~~January~~ February, 1997.

STATE OF FLORIDA)
ss:
COUNTY OF DADE)

I HEREBY CERTIFY that before me, personally appeared, JEAN CAZALET, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State of Florida, County of Dade, on this 7 day of ~~January~~ February, 1997.

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

First-----That PSA-USA, INC., desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of
Incorporation at City of Miami, County of Dade, State of Florida, has named JEAN
CAZALET, located at Suite 225, 180 N.E. 39th Street, Miami, Florida as its agent
to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated
corporation, at place designated in this Certificate, I hereby accept to act in
this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.


JEAN CAZALET

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