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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FAX #:

FROM: DENIS GAUTHIER  
073542003667

ACCT#:

CONTACT: DENIS GAUTHIER  
PHONE: (305)925-0435  
(954)925-0185

FAX #:

NAME: U SAUND. INC

AUDIT NUMBER.....H97000004751

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

CERT. OF STATUS..0

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*Handwritten signature and date:*  
3/18/97

H97000004751  
ARTICLES OF INCORPORATION  
OF  
U SAUND. INC.

FILED  
97 MAR 21 AM 11:07  
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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the Corporation is: U. SAUND INC..

ARTICLE 11. NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE 111. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE 1V. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:  
7150 33RD.STREET  
VERO BEACH FL.32966

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: EUGENE SAUNDERS  
7150 33RD. STREET  
VERO BEACH FL.32966

Which is also known as the registered office.

EUGENE SAUNDERS  
499 E. Sheridan st.# 310  
Dania Fl.33004 TEL.305-925-0435

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**ARTICLE VII. DIRECTORS**

The Corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholder, but shall never be less than one. The name and address of the initial director is.:

EUGENE SAUNDERS  
7150 33RD. STREET  
VERO BEACH FL.32966

**ARTICLE VIII. EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

**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.

**ARTICLE X. INCORPORATORS**

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

EUGENE SAUNDERS  
7150 33RD. STREET  
VERO BEACH FL.32966

**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 of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed  
the foregoing Articles of Incorporation under the laws of the State of Florida this  
20 TH day of MARCH 1997

*Eugene W Saunders*  
Incorporator

STATE OF FLORIDA )

:SS

EUGENE SAUNDERS

COUNTY OF BROWARD )

I hereby certify that on this day, before me, a Notary Public duly authorized in  
the State and County named above, to take acknowledgments, personally appeared:  
EUGENE SAUNDERS known to me to be the person described as Incorporator of  
and who executed the foregoing Articles of Incorporation, and acknowledged before me  
that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above  
this 20 TH day of MARCH 1997

My Commission Expires:

*Denis Gauthier*  
Notary Public, State of Florida at large.

**DENIS GAUTHIER**  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXP. JUNE 24 1997  
NO. CC 297272  
BONDED THRU GENERAL INS. UND.

I EUGENE SAUNDERS by execution hereof, accept the designation as Registered  
Agent of this Corporation

*Eugene W Saunders*  
EUGENE SAUNDERS

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