

P97000026731

February 26, 1997

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300002118763--5  
-03/20/97--01027--002  
\*\*\*\*\*123.50 \*\*\*\*\*123.50

Subject: USA PRODEX  
Proposed Corporation Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of Registered agent, and a check for \$122.50, broken down as follows:

Filing of New Corporation	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles of Incorporation	52.50

James D. Ainslie  
4301 Cobia Drive SE  
Coquina Key, FL 33705  
(813) 822-0012

James GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT add inc.  
DATE 3/25/97  
EXAM. BR

FILED  
97 MAR 20 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTERED MAR 25 1997

ARTICLES OF INCORPORATION

OF

USA PRODEX INC.

FILED

97 MAR 20 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name and address of the corporation is:

USA PRODEX INC.  
4301 Cobia Drive SE  
Coquina Key, FL 33705

ARTICLE II

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

The period of duration of the corporation is perpetual.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is:

JAMES D. AINSLIE  
4301 Cobia Drive SE  
Coquina Key, FL 33705

#### ARTICLE VI

This corporation shall have 2 Directors initially. the number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE VII

The names and addresses of the Directors of this Corporation are:

JAMES D. AINSLIE  
4301 Cobia Drive SE  
Coquina Key, FL 33705

CACHYREL A. AINSLIE  
4301 Cobia Drive SE  
Coquina Key, FL 33705

#### ARTICLE VIII

The Names and Addresses of the Incorporators signing these Articles are:

JAMES D. AINSLIE  
4301 Cobia Drive SE  
Coquina Key, FL 33705

CACHYREL A. AINSLIE  
4301 Cobia Drive SE  
Coquina Key, FL 33705

#### ARTICLE IX

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE X

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 at the shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the shareholders.

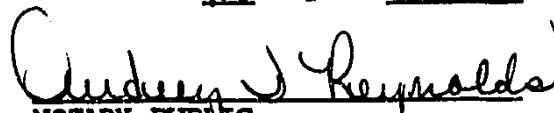
IN WITNESS WHEREOF, THE UNDERSIGNED does set his hand and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 10<sup>th</sup> day of March, 1997. *JD*

  
JAMES D. AINSLIE

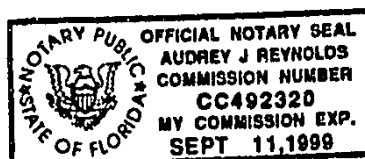
STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared JAMES D. AINSLIE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 10<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:



IN WITNESS WHEREOF, THE UNDERSIGNED does set hr hand and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 14 day of 1997, 1997.

Cachyrel A. Ainslie  
CACHYREL A. AINSLIE

M. L. Long, CD Clerk  
ID SOURCE

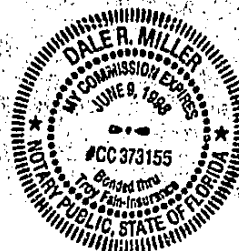
STATE OF FLORIDA  
COUNTY OF  Hillsborough

Before me, the undersigned authority, personally appeared CACHYREL A. AINSLIE, who is to me well known to be the person described in and subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 14 day of March, 1997.

Dale R. Miller  
Notary Public Dale R. Miller  
STATE OF FLORIDA

My Commission Expires: 9 June 1998



CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted, in compliance with said act:

USA PRODEX INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 4301 Cobia Drive SE, Coquina Key, FL 33705, has named JAMES D. AINSLIE, located at the above registered office, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 offices.

By: *James D. Ainslie*

Registered Agent

Date: *March 10, 1997*

FILED  
97 MAR 20 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA