

P97000027872

100002130311--S  
-04/01/97--01074--0005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

REJEAN LEDUC  
721 S. E. 17TH ST.  
FT LAUDERDALE, FL 33316-2927

63-8655 47  
2660  
2102414827

520

Date March 26, 1997

Pay to the Order of Department of State \$ 70.00  
Seventy dollars xx Dollars

**CITIBANK**  
CITIBANK, F.S.B. 47  
3800 S. OCEAN DR.  
HOLLYWOOD, FL 33019  
1-800-374-6500

1st Management Group of USA Rejean Leduc NP

memo  
⑆ 266086554⑆ 2102414827⑆ 0520

Louise GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA Name  
DATE 3/27/97  
DOC. BY RA

FILED  
97 MAR 27 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER MAR 27 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST MANAGEMENT GROUP OF USA INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

**ARTICLE 1 NAME**

The name of the corporation shall be: "First Management Group of USA Inc."

**ARTICLE 11 PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation is:

721 S.E. 17th Street  
Ft. Lauderdale, Fl. 33316

**ARTICLE 111 CAPITALSTOCK**

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$1.00 per share.

**ARTICLE 1V PURPOSE**

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

**ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

USA Direct Consultants Corp. by:  
Louise Caron  
721 S.E. 17th Street  
Ft. Lauderdale, Fl. 33316

**FILED**  
97 MAR 27 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Michele Boudreault  
721 S. E. 17th Street,  
Ft. Lauderdale, Fl 33316

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial President, Secretary is: Michele Boudreault, she live at:

8148, Reynald Juneau, no. 2,  
Trois-Riviere, Quebec, CANADA  
G8Y 7G4

The undersigned has executed the Articles of Incorporation this  
26th day of March 1997.

  
Michele Boudreault, President

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

Having been named to accept service of process for Corporation, at place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 26, 1997.

USA Direct ConsultantsCorp.

By: \_\_\_\_\_

Louise Caron  
Registered Agent

FILED  
97 MAR 27 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA