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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305) 541-3770

NAME: THE USA BOSS CLUB, INC.

AUDIT NUMBER.....H97000005318

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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(4)

ARTICLES OF INCORPORATION

OF

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: The USA Boss Club, Inc.

The principle place of business of this corporation shall be:

2450 NW 5th Avenue
Miami, FL 33127

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ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:.....600)

Shares of common stock, having par value of.....(\$ 1.00) each.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and streer address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

<u>NAME(S)</u>	<u>TITLE(S)</u>	<u>ADDRESS(ES)</u>
Byong Kuk Kang	President/ Secretary	19660 NW 85th Ct. Miami, FL 33015

Sandy H. Cho, CPA
2750 NW 3rd Ave. #9
Miami, FL 33127
(305) 576-4434

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ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

NAME(S)

ADDRESS(ES)

Byong Kuk Kang

19660 NW 85th Ct. Miami, FL 33015

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 31st day of March, 1997.

Signature(s) of incorporator(s)

Byong Kuk Kang

STATE OF FLORIDA

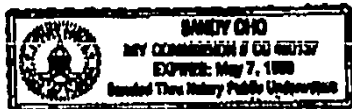
COUNTY OF _____ Date _____

THE FOREGOING instrument was acknowledged and sworn to before me this 31st day of March, 1997, by Byong Kuk Kang

(Name of incorporator)

of The USA Boss Club, Inc.

(Name of Corporation)



(SEAL)

Sandy Cho

Notary Public

My Commission Expires: May 7, 1998

personally known

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: The USA Boss Club, Inc.

2. The name and address of the registered agent and office is:

Byong Kuk Kang

2450 NW 5th Avenue

Miami, FL 33127

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE

Byong Kuk Kang
(Corporate Officer)

TITLE President/Secretary

DATE March 31, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Byong Kuk Kang
(Registered Agent)

DATE March 31, 1997

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