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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: TUCSON U.S.A., INC.

AUDIT NUMBER.....H97000007319

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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FILED  
97 MAY -5 AM 8:45  
TALLAHASSEE, FLORIDA

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(A)

ARTICLES OF INCORPORATION  
OF  
TUCSON U.S.A., INC.

FILED  
97 MAY -5 AM 8:45  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be TUCSON U.S.A., INC, a Florida Corporation. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE II

The corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

ARTICLE III

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One (\$1.00) Dollar per share. All of the stock be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

ARTICLE IV

The street address of the initial principal office and the name and address of it's registered agent shall be as follows:



FRANK J. SEGREDO, ESQUIRE  
901 PONCE DE LEON BLVD.  
SUITE #701  
CORAL GABLES, FLORIDA 33134

Frank J. Segredo, Esquire  
1350 S. Dixie Highway  
Penthouse, Suite 1251  
Coral Gables, Florida 33146  
Tel. (305)662-2823  
Fl Bar No. 358010

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**ARTICLE V**

The initial board of directors of the corporation shall be composed of one person. The name and address of this corporation's director is as follows:

**YONEL ELIZEE  
8558 S.W. 114TH PLACE  
MIAMI, FLORIDA 33173**

**ARTICLE VI**

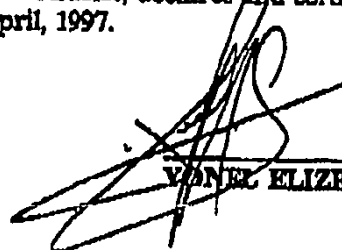
The name and address of the incorporator of this corporation is:

**YONEL ELIZEE  
8558 S.W. 114TH PLACE  
MIAMI, FLORIDA 33173**

**ARTICLE VII**

The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 23rd day of April, 1997.

  
**YONEL ELIZEE**

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
FRANK J. SEGREDO, ESQUIRE

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STATE  
TALLAHASSEE, FLORIDA

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