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ACCOUNT NO. : 072100000032

REFERENCE : 416322 141087A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyto

ORDER DATE : June 4, 1997

ORDER TIME : 8:42 AM

ORDER NO. : 416322-005

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CUSTOMER NO: 141087A

CUSTOMER: Brendan Barry, Esq
ECKERT SEAMANS CHERIN &
MELLOTT, LC
450 East Las Olas, Suite 800

Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: WASH USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED IN FLORIDA

JUN - 5 1997 16

DIVISION OF CORPORATION

97 JUN - 5 AM 9:53

RECEIVED

4

JUN - 5 1997

ARTICLES OF INCORPORATION
OF
WASH USA, INC.

FORM 1
97 JUL-5 4:13:16
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WASH USA, INC.

The address of the principal office of this corporation shall be C/O Eckert, Seamans, Cherin, & Mellott, L.C., 450 East Las Olas Boulevard, Suite 800, Ft. Lauderdale, Florida 33301 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|----------------------|-------------------------------------------------------------------------------------------------------------------------|
| Alan Haig Dir. | C/O Eckert, Seamans, Cherin, & Mellott, L.C. 450 East Las Olas Boulevard, Suite 800 Ft. Lauderdale, Florida 33301 |
| Eric Lambert Dir. | Same |

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 5, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

SKD/das

TALLAHASSEE, FLORIDA

JUN-5 1997 16