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1 From

Date 06-13-97 Sender's FedEx Account Number 2099-4413-8

Sender's Name Rajan heduc Phone (954) 525-4480

Dept. Floor Suite Room

Company USA DIRECT CONSULT INC

Address 721 SE 17TH ST

City FORT LAUDERDALE State FL Zip 33316

2 Your Internal Billing Reference Information

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. WIGGSTER JUN 16 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TERRENCE NEWTON GREEN U.S.A. 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:

TERRENCE NEWTON GREEN U.S.A. INC.

ARTICLE 11 PRINCIPAL OFFICE

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

721 S.E. 17th Street
Fort Lauderdale Florida. 33316

ARTICLE 111 CAPITAL STOCK

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:

Terrence Newton Green
721 S.E. 17th Street
Fort Lauderdale
Florida, U.S.A. 33316

ARTICLE VI INCORPORATOR

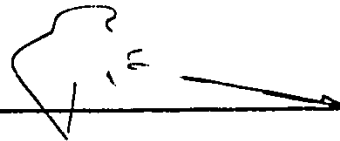
The name and street address of the incorporator to these Article of Incorporation is:

Terrence Newton Green
721 S.E. 17th Street
Fort Lauderdale
Florida, U.S.A. 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:
he live at:

TERRENCE NEWTON GREEN
721 S.E. 17th STREET
FORT LAUDERDALE,
FLORIDA, USA 33316

The undersigned has executed the Articles of Incorporation this day of

A handwritten signature in black ink, appearing to read 'Terrence Newton Green', is written over a horizontal line.

By: Terrence Newton Green

**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: June 9th, 1997.



TERRENCE NEWTON GREEN
Registered Agent

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TALLAHASSEE, FLORIDA