

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P970000066320

New Beginnings
U.S.A., Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 31 PM 1:09

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Signature _____

Requested by: LS

Name _____

Date 7/31

Time 9:35

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

97
7-31-97

**ARTICLES OF INCORPORATION
OF
NEW BEGINNINGS U.S.A., INC.**

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The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I - NAME

The name of this corporation is NEW BEGINNINGS U.S.A., INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing the 31 day of July, 1997.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, each having \$1.00, which shall be designated common shares.

ARTICLE V - ADDRESS

The initial address of the registered office and principal address of this corporation is 7715 Range Drive, Orlando, Florida, and the name of the initial registered agent of this corporation at that address is Scott Alan Frederick.

ARTICLE VI - DIRECTORS

This corporation shall have three directors initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Scott Alan Frederick
7715 Range Drive
Orlando, Florida 32810

Peter V. R. Gehris
7715 Range Drive
Orlando, Florida 32810

Cynthia A. Webb
7715 Range Drive
Orlando, Florida 32810

ARTICLE VII - SUBSCRIBERS

The names of the subscribers of these Articles of Incorporation and a statement as to the number of shares of stock which they agree to take is as follows:

Scott Alan Frederick	15 Shares
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ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - DIRECTORS COMPENSATION

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Directors of this corporation.

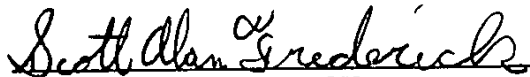
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Scott Alan Frederick, 7715 Range Drive, Orlando, Florida 32810.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 of July, 1997.

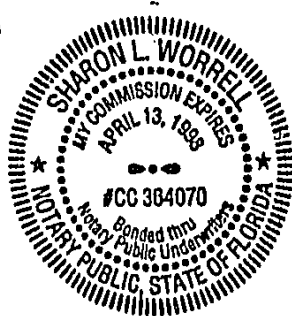

SCOTT ALAN FREDERICK

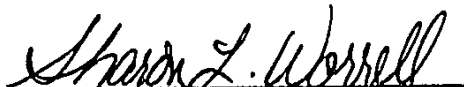
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 30 day of July, 1997, by Scott Allan Frederick, () who is personally known to me or (X) who has produced KENTUCKY D.L. as identification.

F96577865




NOTARY PUBLIC
Name: SHARON L. WORRELL
Commission No: CC 364070
My Commission Expires: 4/13/98

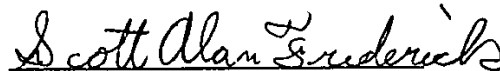
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: NEW BEGINNINGS U.S.A., INC.
2. The name and address of the registered agent is:

SCOTT ALAN FREDERICK
7715 Range Drive
Orlando, Florida 32810

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SCOTT ALAN FREDERICK
Title: President

Date: 7-30-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SCOTT ALAN FREDERICK

DATE: 7-30-97