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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY-C RODRIGUEZ

PHONE: (305)672-0686

Kara

FAX #: (305)672-9110

NAME: ROSS INC.

AUDIT NUMBER.....H97000012871

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

CERT. OF STATUS..1

PAGES..... 4

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Name is

~~Ross International, Inc.~~

Ross U.S.A. Inc.

Ross Inc. USA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 6, 1997

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: ROSS INTERNATIONAL, INC.  
REF: W97000018131

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Doris McDuffie  
Corporate Specialist Supervisor

FAX Aud. #: H97000012871  
Letter Number: 597A00040011

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EFFECTIVE DATE

8-6-97

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Ross Inc. USA

### Article II. Address

The mailing address of the Corporation is:  
Ross Inc. USA  
14635 Stirrup Lane  
Wellington FL 33414

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Rosario Giordano

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-8629  
(305) 672-0688

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

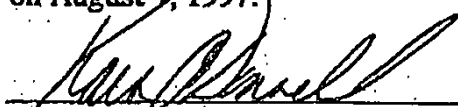
The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 6, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 7, 1997.



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CORPORATE CREATIONS INTERNATIONAL INC.  
Kara O'Donnell Vice President

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Ross Inc. USA

**REGISTERED AGENT/OFFICE:**

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS ENTERPRISES, INC.  
Kara O'Donnell, Vice President

Date: August 7, 1997

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0686

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