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LAW OFFICE OF  
**JEFF TOMBERG, J.D., P.A.**  
P.O. DRAWER EE  
626 S.E. 4TH STREET  
BOYNTON BEACH, FLORIDA 33435

Jeff Tomberg  
Board Certified Civil  
Trial Lawyer

of Counsel  
Joseph Tomberg

September 2, 1997

(561) 732-6488  
(561) 737-1345  
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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: N.A.S.A. FINANCE INTERNATIONAL USA, INC.

Gentlemen:

Enclosed is our check in the amount of \$75.00. Please file the attached corporation for N.A.S.A. FINANCE INTERNATIONAL USA, INC., and return a copy of the Articles to this office when filed.

Thank you.

Very truly yours,

JEFF TOMBERG

JeT/ah  
enc.

FILED  
97 SEP -3 AM 10:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TM-9/5/97

ARTICLES OF INCORPORATION  
of  
N.A.S.A. FINANCE INTERNATIONAL USA, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Article I -- Name

The name of this corporation is N.A.S.A. FINANCE INTERNATIONAL USA, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of transacting financial business with financial institutions in the Caribbean, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 10,000,000 shares of common stock at \$.001 par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI -- Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to

purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 626 S.E. 4th St., Boynton Beach, FL 33435 . The name of the initial registered agent of this corporation at that address is JEFF TOMBERG .

Article VIII -- Principal Place of Business

The initial principal place of business is 626 S.E. 4th St., Boynton Beach, FL 33435. The mailing address is P.O. Drawer EE, Boynton Beach, FL 33425.

Article IX -- Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is as follows:

JEFF TOMBERG  
626 S.E. 4th St.  
Boynton Beach, FL 33435

Article X -- Incorporator

The name and address of the person signing these articles is:

JEFF TOMBERG  
626 S.E. 4th St.  
Boynton Beach, FL 33435

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of September, 1997

  
\_\_\_\_\_  
JEFF TOMBERG

LS

COUNTY OF PALM BEACH

✓ is personally known to me

SWORN TO and subscribed before me this 2 day of September, 1997.

**NOTARY PUBLIC, State of Florida**  
My Commission expires:



**ADELE HOLCOMB**  
COMMISSION # CC 659620  
EXPIRES AUG 12, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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The following is submitted pursuant to F.S. 48.091.

N.A.S.A. FINANCE INTERNATIONAL USA, INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 626 S.E. 4th St., Boynton Beach, FL 33435 , has named JEFF TOMBERG , located at 626 S.E. 4th St., Boynton Beach, FL 33435 , as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I hereby agree to accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

\_\_\_\_\_  
JEFF TOMBERG

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FILED