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DAVID R. FLETCHER

Counselor at Law

Bar Designated:
Immigration/Naturalization

Phone: (904) 356-5311
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November 11, 1997

Secretary of State
The Capitol
Tallahassee, Florida 32302

RE: COPPERFIELD'S USA, INC.

900002347389--6
-11/14/97--01062--005
****122.50 ****122.50

Gentlemen:

Enclosed for filing with your office are the Articles of Incorporation of the above captioned corporation. I have also enclosed my firm check in the amount of \$122.50 for the required filing fee. Please process these as soon as possible and return a confirmed file copy.

Thank you for your attention to this matter.

Sincerely,



David R. Fletcher

DRE/gd
ENC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 AM 11:55

RP
11-25-97

541 East Monroe Street

Jacksonville, Florida 32202



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

DAVID R. FLETCHER, ESQ.
541 EAST MONROE STREET
JACKSONVILLE, FL 32202

SUBJECT: COPPERFIELD'S USA, INC.
Ref. Number: W97000026011

We have received your document for COPPERFIELD'S USA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 997A00055202

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV 25 AM 11:55

ARTICLES OF INCORPORATION
OF
COPPERFIELD'S USA, INC.

I - NAME

The name of this corporation is: COPPERFIELD'S USA, INC.

II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

III - GENERAL PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of stock of the par value of (\$1.00) each, which shall be designated "Common Shares."

V - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 541 East Monroe Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is David R. Fletcher.

VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased 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:

Name _____ Address _____

David R. Fletcher 541 East Monroe Street
Jacksonville, Florida 32202

VII - INCORPORATOR

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

Name _____ Address _____


David R. Fletcher 541 East Monroe Street
Jacksonville, Florida 32202

VIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation, this 11 day of November,
1997.

I HEREBY am familiar with and accept the duties and
responsibilities as Registered Agent.



David R. Fletcher

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

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT COPPERFIELD'S USA, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF JACKSONVILLE
(CITY)

STATE OF FLORIDA, HAS NAMED DAVID R. FLETCHER
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 541 EAST MONROE STREET
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF JACKSONVILLE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]

TITLE Secretary

DATE 11-11-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(RESIDENT AGENT)

DATE 11-11-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 AM 11:55