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December 10, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

FILED
97 DEC 11 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: UNIVERSAL SALES AGENCY, INC.

Dear Sir/Madam:

Enclosed is the original and a copy of the Articles of Incorporation for the above-named corporation.

In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

| | |
|------------------|--------------|
| Certification | \$52.50 |
| Filing fee | 20.00 |
| Registered Agent | 20.00 |
| Certified copy | <u>30.00</u> |

Total \$122.50

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-12/12/97--01013--022
****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at the above address.

Your prompt attention to this matter would be appreciated.

Very truly yours,

DAVID C. REBACK

LORRAINE GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. NAME
DATE 12-11-97
DOC. EXAM QAL

QAL 12-11-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. NAME: The name of this corporation is UNIVERSAL SALES AGENCY, INC. _____
whose address is 1201 Cornwall Road, Sanford, Florida 32773

2. DURATION: The period of the corporate existence is perpetual.

3. PURPOSE: The purpose of the corporation is to engage in any activities of business permitted under the laws of the United States or the State of Florida.

4. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

Najmool Karim
1201 Cornwall Road
Sanford, Florida 32773

5. INITIAL BOARD OF DIRECTORS: The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by an amendment to the by-laws of the corporation in the manner provided by law and shall never be less than one (1) director.

The name and addresses of the initial director is:

M.J. Abdulhussein
1201 Cornwall Road
Sanford, Florida 32773

6. CAPITAL STOCK: The corporation is authorized to issue 5000 shares of stock, all of one class, having par value of one dollar (\$1.00) per share.

7. INCORPORATOR: The name and address of the incorporator signing these articles is:

Lorraine Garcia
145 North Fifth Avenue
Mt. Vernon, New York 10550

8. AMENDMENT OF ARTICLES: 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 of the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator and the registered agent have executed these Articles of Incorporation this 9th day of December, 1997.


REGISTERED AGENT - Najmool Karim


INCORPORATOR- Lorraine Garcia

STATE OF NEW YORK)
COUNTY OF WESTCHESTER)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Najmool Karim, the registered agent and Lorraine Garcia, the incorporator herein, known to me to be the person (s) described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification: driver's licence of the above-named persons: Najmool Karim and Lorraine Garcia and that an oath was taken.

WITNESS my hand and seal in the County and State last aforesaid this 9th day of December, 1997.


NOTARY SIGNATURE
DAVID C. REBACK

NOTARY PUBLIC State of New York
No. 4941664, Westchester County
Commission Expires August 29, 1998

PRINTED NOTARY SIGNATURE

I am familiar with and hereby accept the duties and responsibilities as registered agent.


Najmool Karim

DATED: December 9, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA