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VALUATION ONLY

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CORPORATION(S) NAME

NBN USA, Corp.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

OF

NBN USA, CORP.

The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

## ARTICLE I - NAME

The name of the corporation shall be: NBN USA, Corp. and its mailing address is 4740 S. Ocean Blvd. #405, Highland Beach, Fl. 33487

## ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

## ARTICLE III - STATED CAPITAL

The corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock of the par value of One Cent (1c) per share.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

## ARTICLE IV - BOARD OF DIRECTORS

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

Vacancies on the board of directors shall be filled by the stockholders at the next annual meeting or at a special meeting called for that purpose.

The name and address of the initial director who shall hold office until his/her successor is chosen at the first meeting of stockholders and has qualified shall be:

<u>Name</u>	<u>Address</u>
Bernard Karcinell	4740 S. Ocean Blvd. #405 Highland Beach, Fl. 33487

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE VII - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
Bernard Karcinell	4740 S. Ocean Blvd. #405 Highland Beach, Fl. 33487

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Bernard Karcinell	4740 S. Ocean Blvd. #405 Highland Beach, Fl. 33487

The undersigned has executed these Articles of Incorporation this ninth day of December 1997.

  
Signature/Title

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: NBN USA, Corp.
2. The name and address of the registered agent and office is:  
Bernard Karcinell  
4740 S. Ocean Blvd. #405  
Highland Beach, Fl. 33487

Signature

Title

Date

*Bernard Karcinell*  
*President*  
*12/9/97*

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.

Signature

Date

*Bernard Karcinell*  
*12/9/97*

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