

P98000008731

JEFFREY & LESLIE DULL
2391 Pinecrest Court
West Palm Beach, FL 33415

January 23, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/26/98--01092--006
****122.50 ****122.50

RE: Flags USA, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$122.50 which represents your fee for the filing of the enclosed original and one copy of the Articles of Incorporation regarding the above-referenced matter.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Sincerely,

Leslie J. Dull

Leslie J. Dull

Dmc
1-28-98

FILED
98 JAN 26 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLAGS USA, INC.

FILED
98 JAN 26 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is Flags USA, Inc.

ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 2391 Pinecrest Court, West Palm Beach, Florida 33415.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having par value of \$1.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Leslie J. Dull
1645 Palm Beach Lakes Blvd
Suite 1050
West Palm Beach, FL 33401

ARTICLE VII
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 By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Jeffrey K. Dull
2391 Pinecrest Court
West Palm Beach, FL 33415

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever comes first.

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of:

Jeffrey K. Dull	President/Treasurer
Leslie J. Dull	Vice President/Secretary

ARTICLE X
INCORPORATOR

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

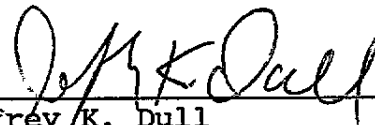
Jeffrey K. Dull
2391 Pinecrest Court
West Palm Beach, FL 33415

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the

stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

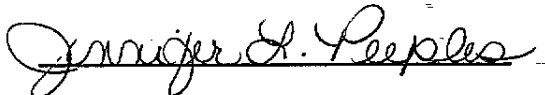
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of January, 1998.


Jeffrey K. Dull

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Jeffrey K. Dull, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21st day of January, 1998.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



FILED

98 JAN 26 AM 11:40

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

Flags USA, Inc., is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Leslie J. Dull, at 1645 Palm Beach Lakes Blvd., Suite 1050, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



Leslie J. Dull
Registered Agent