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DRUCILLA E. BELL, P.A.

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February 4, 1998

The Honorable Sandra E. Mortham
Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

RE: FAMOS U.S.A., Inc.

Dear Ms. Mortham:

I am enclosing herewith an original and a copy of the above styled Articles of Incorporation. In addition, a check in the sum of \$ 122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$ 122.50

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****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed Airborne Express envelope. Thank you for your assistance.

Sincerely yours,

DRUCILLA E. BELL, P.A.

Drucilla E. Bell
Drucilla E. Bell
For the Firm

Enclosure

For more information, refer to <http://www.globalawfirm.com>

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned acting as Incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation:

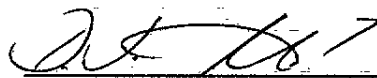
1. Name. The name of the corporation is FAMOS U.S.A., Inc.
2. Principal Office/Mailing Address. The principal office of the corporation is 7361 Brightwaters Court, New Port Richey, Florida. The mailing address is the same.
3. Shares. The number of shares the corporation is authorized to issue is one thousand (1,000) shares.
4. Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
5. Initial Registered Office and Agent. The name and street address of the initial registered agent and office of this corporation is

Drucilla E. Bell, P.A.
190 Windward Passage
Clearwater, Florida 33767-2200 USA

6. Incorporator. The name and address of each Incorporator is:

Bertram W. Haupt
7361 Brightwaters Court
New Port Richey, FL 34652 USA

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of February, 1998.



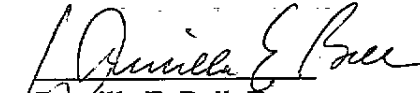
Bertram W. Haupt, Incorporator

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Having been named as resident agent for the above-stated corporation, 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 and obligations of Section 607.0505, Florida Statutes (1996).


Drucilla E. Bell, Esq.
Resident Agent

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TALLAHASSEE, FLORIDA