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TRANSMITTAL LETTER

Date: March 28, 1998

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-04/06/98--01014--007
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for **MAINTENANCE SYSTEMS OF USA INC.** along with a check in the amount of \$ 70.00 for filing fee and designation of registered agent.

We are enclosing a copy of the ARTICLES and respectfully request that you stamp it and return it to us.

Please mail the REGISTRATION LETTER and stamped copy of ARTICLES to:

Michael D. Pasek
c/o Tax Centers, Inc.
4851 85th Avenue
Pinellas Park, FL 33781

FILED
98 APR -1 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you.

DMC
4/2/98

Articles of Incorporation

1. The name of the corporation is: **MAINTENANCE SYSTEMS OF USA INC.**

2. The principal place of business and mailing address of the corporation is: 2405 Stanford Rd., Apt. #201, Panama City, FL 32405

3. The corporation shall have the authority to issue 7,500 shares of common stock in one class only, each with a par value of \$ 0.10.

4. The registered agent of the corporation is Michael D. Pasek and the registered address is: 4851 85th Avenue, Pinellas Park, FL 33781.

5. The initial Board of Directors shall have one member whose name and address is as follows:

Tadeusz Dudek , 2405 Stanford Rd., Apt. #201, Panama City, FL 32405

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Tadeusz Dudek whose address is 2405 Stanford Rd., Apt. #201, Panama City, FL 32405

Dated 3. 30. 98

Tadeusz Dudek
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 3/30/98

Michael Pasek
Registered Agent

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SECRETARY OF STATE