

06/10/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DIRECT SALES USA, INC.

AUDIT NUMBER.....H98000011377

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

6/23/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1998

EMPIRE

SUBJECT: DIRECT SALES USA, INC.
REF: W98000014043

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000011377
Letter Number: 598A00033848

ARTICLES OF INCORPORATION

798000011377

OF

DIRECT SALES USA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the Laws of The State of Florida.

ARTICLES I

NAME

The name of the Corporation shall be:

DIRECT SALES USA, INC.

ARTICLE II

PURPOSE

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follow:

- a) To transact any lawfull business for wings as are incidental hich the corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is **FIVE HUNDRED (500)** shares common stock, having a nominal or par value of One Dollar (\$ 1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in noevent shall be less than one dollar (\$1.00).

Prepared by:
Hidalgo Accounting Services
1341 S.W. 119 Court
Miami, Florida 33184 - 305 445 2010

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TALLAHASSEE, FLORIDA

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ARTICLE IV

TERM

This corporation shall commence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent of this corporation shall be :

Alberto Gervasi

The incorporator of this corporation shall be:

Alberto Gervasi

6971 N.W. 82 Avenue

Miami, Florida 33166

The Principal Office shall be located at:

6971 N.W. 82 Avenue

Miami, Florida 33166

or at such other place as th Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of the State in accordance with law. The aforementioned location also constitutes the principal office.

ARTICLE VI

DIRECTORS

This corporation shall have not less than one or more than four directors, as set forth in the By-laws. The name and street address of the first board of directors of this corporation who, subject to this Articles of Incorporation, By-laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified, is:

NAME

STREET ADDRESS

Alberto Gervasi

6971 N.W. 82 Avenue
Miami, Florida 33166

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ARTICLE VII

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations that accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with a proceeding to which he may be a party or which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE IX

TELEPHONE MEETING AUTHORIZATION

Member of the board of directors or any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can heard or be heard by all other persons, is used.

IN WITNESS WHEREOF, the parties named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.

H98000011377

Alberto Gervasi
Alberto Gervasi

H98000011377

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY That on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared:

Alberto Gervasi

6971 N.W. 82 Avenue
Miami, Florida 3166

to me known to be the person (s) described as subscribed (s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledge before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this _____ day of _____ 1998.

Notary Public of the State of
Florida at Large.

My Commission expires:

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**CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of DIRECT SALES USA, INC. and agree to serve as its Agent to accept service of process within this State as its Registered Office.

Alberto Gervasi
Alberto Gervasi

STATE OF FLORIDA)
)
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me by Jose L. Obregon on this _____ day of _____ 1998.

Notary Public State of Florida
At Large

98 JUN 22 AM 7:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

My commission expires:

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