

Charter Number Only

Handwritten: P 7000060330

REGISTRATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

400002575854--7

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****122.50 ****122.50

CORPORATION(S) NAME

~~MARKET USA INC~~



Empire Toll Free: 1-800-432-3028

FILED
98 JUN 30 6 30:28 AM '98
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Profit

NonProfit

Amendment

Merger

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Dissolution

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of Registered Agent

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1998

EMPIRE

MIAMI, FL

SUBJECT: MARKET USA, INC.
Ref. Number: W98000014956

We have received your document for MARKET USA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 098A00035489

RECEIVED
98 JUL -8 AM 9:20
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

of

Market SOLUTIONS N.A., INC.
(name of corporation)

FILED
98 JUL - 8 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Market SOLUTIONS N.A., INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ^{five hundred} ~~4500~~ shares (1500) of 0 Dollar(s) (\$ 0) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	JAMES F. CATTERSON		
ADDRESS	5853 NW 40 AVE		
CITY	COCONUT CREEK	FLORIDA	FL
ZIP	33073		

The principal office, if known, or the mailing address of the corporation is:

NAME	Market SOLUTIONS N.A., INC.		
ADDRESS	5853 NW 40 AVE		
CITY	COCONUT CK	FLORIDA	FL
ZIP	33073		

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

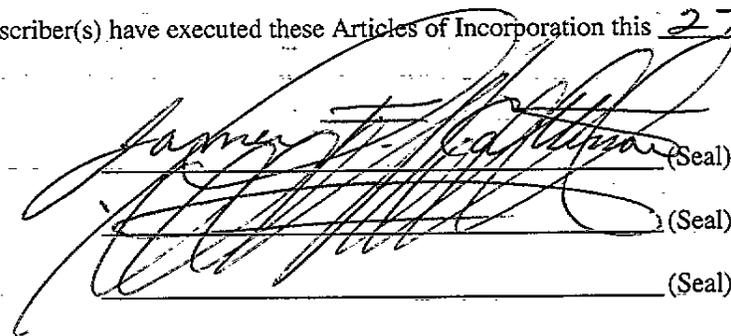
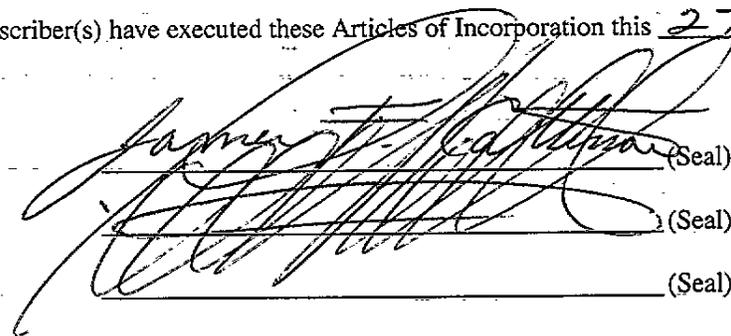
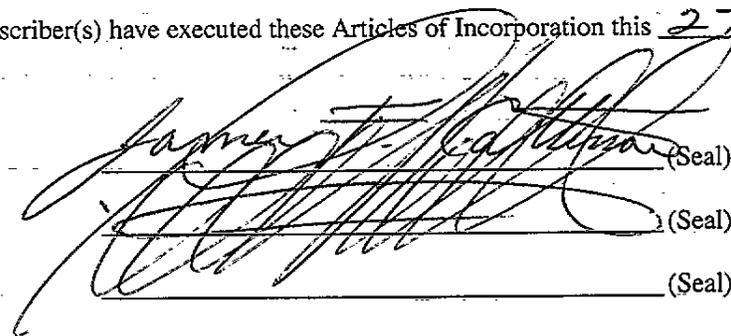
NAME	JAMES F. CATTERSON		
ADDRESS	5853 NW 40 AVE		
CITY	COCONUT CREEK	STATE	FL ZIP 33073
NAME	LEE PATRICK		
ADDRESS	5100 DUPONT BLVD PortHueno M		
CITY	FT LAUDERDALE	STATE	FL. ZIP 33308
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JAMES F. CATTERSON		
ADDRESS	5853 NW 40 AVE		
CITY	COCONUT CREEK	STATE	FL ZIP 33073
NAME	LEE PATRICK		
ADDRESS	5100 DUPONT BLVD PortHueno M		
CITY	FT LAUDERDALE	STATE	Fla ZIP 33308
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 27 day of JUNE, 1998.

 (Seal)
 (Seal)
 (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Market Solutions N.A., Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 5853 NW 40 AVE
COCONUT CREEK, FL 33073

has named JAMES F. CATTERSON
located at the aforesaid address, as its Registered Agent to accept service of process within this state.

98 JUL -8 AM 11:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

James F. Catterson
(registered agent)