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JAMES MARCUS VERNON
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July 27, 1998

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*****78.75 *****78.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

BY FEDERAL EXPRESS
Air Bill: 8849576212

To Whom It May Concern:

Attached please find the articles of incorporation for a new corporation entitled People Source USA, Inc. Attached is a check in the amount of 78.75 for the cost of filing and a certificate of status.

Please file these reports upon receipt on Friday, July 24th, 1998. Thank you for your attention in this matter.

Sincerely,


J. Marcus Vernon

FILED
98 JUL 28 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4N 7-31-98

ARTICLES OF INCORPORATION
OF
PEOPLE SOURCE USA, INC.

FILED
98 JUL 28 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the follow Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be PEOPLE SOURCE OF USA, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal office of the Association is located at 577 Duncan Avenue South, Clearwater, FL 33756.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 at a par value of \$.0001 per share.

PREEMPTIVE RIGHTS

No preemptive rights are to be granted to shareholders.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: J. Marcus Vernon, Attorney at Law, whose address is 577 South Duncan Avenue, Clearwater, FL 33756.

ARTICLE V - INCORPORATOR

The name and street address of the Incorporator is J. Marcus Vernon, Attorney at Law, whose address is 577 South Duncan Avenue, Clearwater, FL 33756.

ARTICLE VII - OFFICERS

The affairs of the corporation shall be administered by the Officers designated in the Bylaws as shall be elected by the Board of Directors at its first meeting, following the first annual meeting.

ARTICLE VIII - DURATION

The duration of this Association shall be perpetual.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation are:

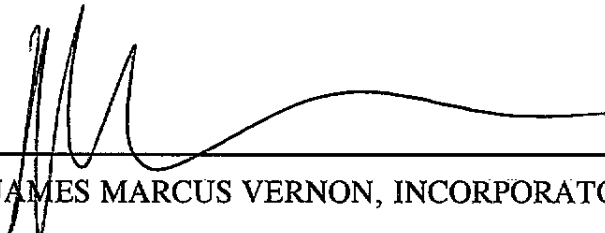
J. Marcus Vernon

**577 S. Duncan Ave
Clearwater, Florida 33756**

ARTICLE X - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders in subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation, this 27th day of July, 1998.



JAMES MARCUS VERNON, INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

PEOPLE SOURCE USA, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 577 South Duncan Avenue, Clearwater, Florida, 33756, has named J. Marcus Vernon located at the above registered office, as its Registered Agent to accept service of process within this state.

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 I am familiar with and accept the obligations of my position as Registered Agent.



JAMES MARCUS VERNON, REGISTERED AGENT

FILED
98 JUL 28 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA