

P98000078079

TANIA A. MAZZA-MARTINEZ  
1088 Hunting Lodge Drive  
Miami Springs, Florida 33166

August 31, 1998

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
Tallahassee, Florida 32314

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-09/02/98--01035--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ref File: New Profit Corporation

Dear Sirs:

H & D, Corp.

Enclosed you will find the articles of incorporation for U.S.A. / with a personal check to pay the corresponding expenses.

The address to where must be send the articles of incorporation filed is the address in the top of the page. However, if you need further information our phone number is (305) 870-0404 and the fax number is (305) 870-0405.

Sincerely yours,

  
Tania A. Mazza-Martinez

TMM/amm

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tania  
AUTHORIZATION BY PHONE TO GAVE  
CORRECT  
DATE 9/10/98  
DOC. EXAM TA

ertania:  
Sent U.S.A. H+D, Corp., not D+H.

TA-9/10/98

## **ARTICLE OF INCORPORATION**

### **ARTICLE I - NAME**

The name of this corporation is U.S.A. H & D, Corp.

### **ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation shall be: 1088 Hunting Lodge Drive. Miami Springs, Florida 33166

### **ARTICLE III- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

### **ARTICLE IV- CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 1088 Hunting Lodge Drive. Miami Springs, Florida 33166 and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

### **ARTICLE VI- INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

**Ms. Tania A. Mazza-Martinez**  
1088 Hunting Lodge Drive.  
Miami Springs, Florida 33166

### **ARTICLE VII- PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE IX- INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

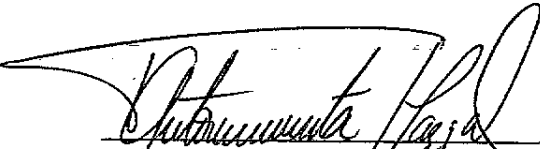
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### ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

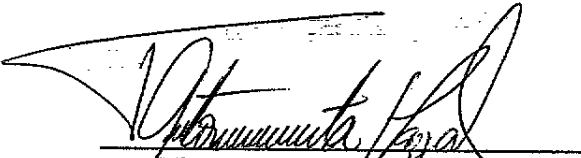
In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 31, 1998

  
Ms. Tania A. Mazza-Martinez  
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 obligations of my position as registered agent.

Dated: August 31, 1998

  
Ms. Tania A. Mazza-Martinez  
Signature, Registered Agent

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