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FLORIDA PROFIT CORPORATION OR P.A.

USA
Sara/Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SARA USA INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be "SARA USA INC."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 1949 Sherman Street, Hollywood, FL 33020.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$ 1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Rejean Leduc,
721 S.E. 17th Street
Fort Lauderdale, FL 33316
(954) 525-4480

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Rejean Leduc, , 721 S.E. 17th Street, Fort Lauderdale, Florida 33316.

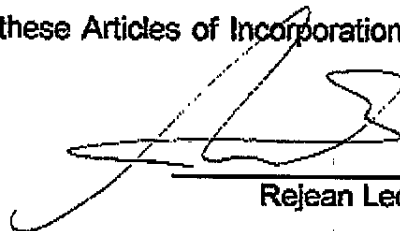
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Rejean Leduc,
721 S.E. 17th Street, Fort Lauderdale,
Florida, 33316

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Director is, Denis Rancourt, President and Secretary 125, 41e Avenue, Ste-Barbe, Quebec, Canada

The undersigned has executed these Articles of Incorporation this 18th day of November, 1998.



Rejean Leduc , Incorporator

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USA DIRECT CORP

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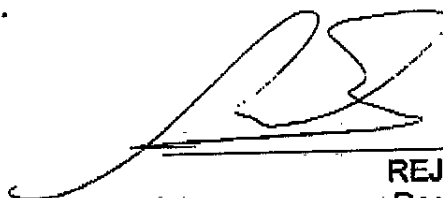
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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: November 18st, 1998.



REJEAN LEDUC,
Registered Agent

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