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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

marketing usa, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TEAM MARKETING USA, INC.**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is TEAM MARKETING USA, INC.

ARTICLE II

BUSINESS/MAILING ADDRESS

The business/ mailing address of this corporation is 633 NE 167th Street, Suite 915, No. Miami, FL 33162.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSE

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

Prepared by: Howard N. Kahn, Bar No. 724416, 4000 Hollywood Blvd., Suite 485 So.,
Hollywood, FL 33021, phone no. (954)966-2112

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record hereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021 and the name of the initial registered agent of this corporation at that address is Howard N. Kahn.

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ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1).

The name and address of the initial director of this corporation are:

Amaury Cifuentes
633 NE 167th Street
Suite 915
No. Miami, FL 33162

ARTICLE X

INCORPORATOR

The name and address of the Incorporator are:

Amaury Cifuentes
633 NE 167th Street
Suite 915
No. Miami, FL 33162

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 27 day of January, 1999.


AMAURY CIFUENTES
Initial Director/Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is
submitted:

FIRST -- That TEAM MARKETING USA, INC., desiring to organize or qualify
under the laws

of the State of Florida, with its principal place of business at 633 NE 167th Street, Suite 915,
City of No. Miami, State of Florida, has named Howard N. Kahn, located at 4000 Hollywood
Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service
of process within the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE:

AMAURY CIFUENTES

TITLE: Incorporator

DATE:

1/27/99

Having been named to accept service of process for the above-stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

SIGNATURE:

HOWARD N. KAHN

Registered Agent

DATE:

1/27/99