

Charter Number Only

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VALUATION ONLY

Registrar's Name
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*****78.75 *****78.75

CORPORATION(S) NAME

Interco Inc.

FILED
99 MAR -1 AM 11:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 25, 1999

EMPIRE

MIAMI, FL

SUBJECT: INTERCO INC.
Ref. Number: W99000004707

RECEIVED
99 MAR -1 AM 10:00
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for INTERCO 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: 099A00008707

ARTICLES OF INCORPORATION

of

INTERCO INC. U.S.A

(name of corporation)

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:

INTERCO INC. U.S.A.

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 one thousand ~~1000~~ shares (1000) of one Dollar ~~Common Stock~~ Dollar(s) (\$ 1.00) 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	Interco Inc. William J. Shea
ADDRESS	3 DENNIS ST
CITY	Riviera Beach
FLORIDA	ZIP 33404

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

NAME	William J. Shea
ADDRESS	3 DENNIS ST
CITY	Riviera Beach
FLORIDA	ZIP 33404

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE () 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	WILLIAM JSHEA		
ADDRESS	3 DENNIS ST		
CITY	RIVIERA BEACH	STATE	FL ZIP 33404
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

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

NAME	WILLIAM JSHEA		
ADDRESS	3 DENNIS ST		
CITY	RIVIERA BEACH	STATE	FL ZIP 33404
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 24 day of February 1999.

William J Shea (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

INTERCO, INC. U. S. A.
(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 3 DENNIS ST
RIVIERA BEACH FL. 33404

has named WILLIAM J SHEA
located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

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 obliga-
tions 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.

William J Shea
(registered agent)

FILED
99 MAR - 1
SECRETARY OF STATE
TALLAHASSEE FLORIDA