

P99000030159

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Union USA. Conn, Inc.

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DIVISION OF CORPORATIONS
99 APR - 1 PM 2:16

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

Signature

Requested by: LS 4/1/99 9:56
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION

99 APR -1 PM 2:16

OF

UNION USA.COM, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe to, and file these Articles of Incorporation for the purposes of organizing a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

UNION USA.COM, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Million (1,000,000) Shares of Common Stock, par value \$.005 per share.

B. Every shareholder, upon the sale for cash or other consideration of any new stock of this Corporation, whether of the same kind or of another class or series as that which he already holds, 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 IV
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation is 17252 Balboa Point Way, Boca Raton, Florida 33487. The Board of Directors may from time to time move the principal office to another address in Florida.

**ARTICLE V
NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

**ARTICLE VI
FIRST BOARD OF DIRECTORS**

The name and address of the members of the initial Board of Directors is:

MICHAEL P. BROWN, 17252 Balboa Point Way, Boca Raton, FL 33487
ROBERT E. BROWN, 17252 Balboa Point Way, Boca Raton, FL 33487

**ARTICLE VII
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VIII
SUBSCRIBER**

The name and address of the Subscriber of these Articles of Incorporation is:

Michael P. Brown
17252 Balboa Point Way
Boca Raton, FL 33487

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, and the name of the initial Registered Agent is RONALD L. SIEGEL, ESQUIRE.

**ARTICLE X
COMMENCEMENT OF CORPORATE EXISTENCE**

Pursuant to Section 607.167, Florida Statutes, this Corporation shall commence its corporate existence upon the filing of these Articles.

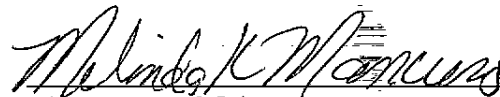


MICHAEL BROWN, Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

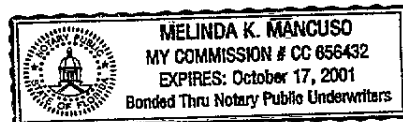
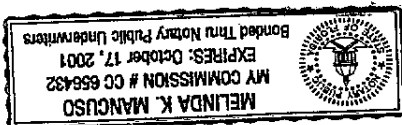
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in this State and County named above to take acknowledgments, personally appeared MICHAEL BROWN, who is personally known to me or [] who produced _____ as identification, to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of March, 1999.



Notary Public

My commission expires:



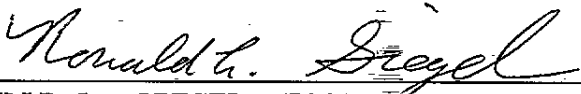
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That UNION USA.COM, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, has named RONALD L. SIEGEL, ESQUIRE of 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-captioned 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.



RONALD L. SIEGEL, ESQUIRE

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DIVISION OF CORPORATIONS
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