

Osceola Paralegal Services, Inc.

17 S. Orlando Ave.
Kissimmee, FL 34741
(407) 870-5878
Fax (407) 870-9997

Kathleen Foust
Owner

P999000053734

June 7, 1999

300002901909--9
-06/11/99-01056-013
*****78.75 *****78.75

DOCUMENT SPECIALIST
FLORIDA DEPARTMENT OF STATE
P.O. BOX 6237
TALLAHASSEE, FL 32314

RE: SUBVENTURE USA, INC.

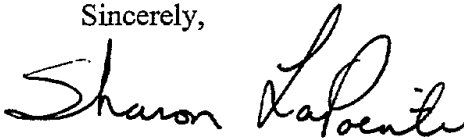
Dear State:

Enclosed are one copy and the original of Articles of Incorporation for the above referenced corporation, and a check for the State's filing fee in the amount of \$78.75.

Your approval, filing, certification and return of the certified copy to the undersigned will be greatly appreciated. If it is feasible, once filed could you fax confirmation to our office so that we may apply for the corporations tax identification number. You can fax confirmation to area code 407-870-9997.

Thank you for your cooperation in this matter.

Sincerely,



Sharon LaPointe
Paralegal

Enclosures as stated:

FILED
99 JUN 11 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-14-99

**ARTICLES OF INCORPORATION
OF
SUBVENTURE USA, INC.**

FILED
99 JUN 11 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be: SUBVENTURE USA, INC., the principal place of business of this corporation shall be 232 Virginia Ave., St. Cloud, Florida 34769

**ARTICLE II
NATURE OF THE BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

**ARTICLE III
TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

**ARTICLE V
REGISTERED AGENT IN INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: BEN CASHMAN, 3460 Crews Lake Dr., Lakeland, FL 33813.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII
INITIAL DIRECTORS**

The name of the initial director of this corporation and their street address is/are:

BENDER Z. CASHMAN
3460 Crews Lake Dr.
Lakeland, FL 33813-3914

HELEN J. LOMBARDY
232 Virginia Ave.
St. Cloud, FL 34769

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII
INITIAL OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

BENDER Z. CASHMAN
232 VIRGINIA AVE.
ST. CLOUD, FL 34769

President/Owner

HELEN J. LOMBARDY
232 VIRGINIA AVE.
ST. CLOUD, FL 34769

President/Owner

**ARTICLE IX
INCORPORATOR**

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

BENDER Z. CASHMAN
232 VIRGINIA AVE.
ST. CLOUD, FL 34769

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all

the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE XII BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 2nd day of June, 1999.


BENDER Z. CASHMAN

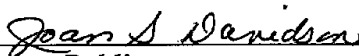
STATE OF FLORIDA :
COUNTY OF OSCEOLA :

BEFORE ME, a notary public, personally appeared Bender Z. Cashman to me known to be the person described as incorporator and executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation on the 2nd day of June, 1999. I.D. FL Driver License.

(NOTARY SEAL)



JOAN S. DAVIDSON
COMMISSION # CC 671556
EXPIRES AUG 13, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
State of Florida at Large
My Commission Expires: 8/13/01

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above- named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.


RESIDENT AGENT

FILED
9 JUN 11 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA