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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

USA INNOVATIONS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 15, 1999

EDWARDS & CARSTARPHEN

SUBJECT: USA INNOVATIONS, INC.
REF: W99000013969

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF

USA INNOVATIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

USA INNOVATIONS, INC.

The address of the principal office of this corporation shall be 4253 SW 71 Avenue, Miami, Florida 33155, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

Deborah Mordecai Edwards, Esq.,
Edwards & Carstarphen
4960 S.W. 72 Avenue, 301
Miami, Florida 33155
(305) 669 3049 Tel
(305) 662 1435 Fax
FLA., Bar # 0897647

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4960 S.W. 72 Avenue, #301, Miami, Florida 33155 and the name of the initial registered agent of the corporation is DEBORAH MORDECAI EDWARDS, whose address is 4960 S.W. 72 Avenue, #301, Miami, Florida 33155.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street addresses of the first members of the Board of Directors are:

OWEN EDWARDS,
4253 S.W. 72 Avenue,
Miami, Florida 33155

VALERIE LE GRANDE
407 Lincoln Road, #10E
Miami Beach, Florida 33139

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ARTICLE VIII - OFFICERS

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

President:

VALERIE LE GRANDE
407 Lincoln Road, Ste., 10H
Miami Beach, Florida 33139

Vice President:

OWEN EDWARDS
4253 S.W. 72 Avenue,
Miami, Florida 33155

TREASURER:

DANIEL PAYNE
407 Lincoln Road, Ste. 10H
Miami Beach, Florida 33139

SECRETARY:

DEBORAH M. EDWARDS
4960 S.W. 72nd Ave., Ste. 301
Miami, Florida 33155

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Deborah Mordecai Edwards, whose address is, 4960 S.W. 72nd Avenue, Suite 301, Miami Florida 33155.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 14th day of June, 1999.



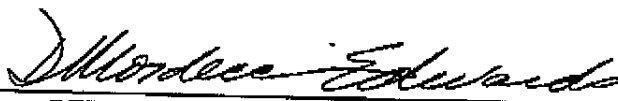
DEBORAH MORDECAI EDWARDS

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

DEBORAH MORDECAI EDWARDS, having a mailing address of 4960 S.W. 72nd Avenue, Suite 301, Miami Florida 33155, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



DEBORAH MORDECAI EDWARDS

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