



THE UNITED STATES CORPORATION COMPANY

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FILED 99 JUN 15 AM 8:48

ACCOUNT NO. : 072100000032
REFERENCE : 274104 7186680
AUTHORIZATION :
COST LIMIT : \$ 70.00

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Patricia Pruitt

ORDER DATE : June 14, 1999
ORDER TIME : 11:24 AM
ORDER NO. : 274104-005
CUSTOMER NO: 7186680

700002905927--9

CUSTOMER: Mr. Richard Herbst
MR. RICHARD HERBST
MR. RICHARD HERBST
Suite 602
198 Broadway
New York, NY 10038

DOMESTIC FILING

NAME: USINS.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 6/15/99

RECEIVED 99 JUN 15 PM 4:43

ARTICLES OF INCORPORATION
OF
USINS.COM, INC.

FILED
99 JUN 15 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

USINS.COM, INC.

The address of the principal office of this corporation shall be 7235 Southwest 21st Street, Miami, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Richard Herbst

7235 S.W. 21st Street,
Miami, FL 33139

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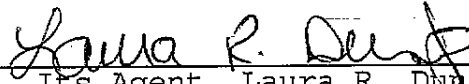
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on June 15, 1999.

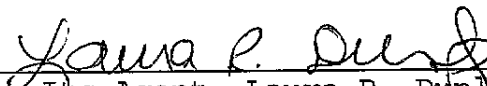


Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, 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.

By:



Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

KLL/JANNA WILSON