

P990000056320

EFFECTIVE DATE
7-1-99

Post Office Box 1177
Yulee, FL 32041
June 15, 1999

99 JUN 18 PM 12:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000002908640--2
-06/18/99-01043-002
*****78.75 *****78.75


RE: Market Maker USA, Inc.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced name. Also enclosed are two Certificates of Designation for the registered agent.

Please provide a Certificate of Incorporation (\$8.75 additional fee included). Fees for the incorporation, certificate ^{and} ~~and certified copy~~ are enclosed in a check for \$78.75.

Please return all relevant documents to the post office box listed above.

Sincerely,


Gloria J. Fortin
(904) 225-2450

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ARTICLES OF INCORPORATION
of

MARKET MAKER USA, Inc.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be Market Maker USA, Inc..

ARTICLE II. BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation is:

115 Marsh Lakes Drive
Fernandina, FL 32034

ARTICLE III. CAPITAL STOCK

The corporation is authorized to issue one class of stock, having a par value of \$1.00 per share. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock.

ARTICLE IV. REGISTERED AGENT

The name and street address of the initial registered office of the corporation shall be:

Marjorie Anderson
115 Marsh Lakes Drive
Fernandina, Florida 32034

ARTICLE V. INCORPORATOR

The name and street address of the incorporator of the corporation shall be:

Marjorie Anderson.
115 Marsh Lakes Drive
Fernandina, FL 32034

ARTICLE VI. LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE VIII. EFFECTIVE DATE

The effective date of incorporation shall be July 1, 1999.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of June, 1999.

Incorporator: Marjorie Anderson

Signature: Marjorie Anderson

CERTIFICATE OF DESIGNATION
of
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

I. NAME

The name and address of the corporation's registered agent and registered office is:

Marjorie Anderson
115 Marsh Lakes Drive
Fernandina, FL 32034

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent:

Marjorie Anderson

Date of Signature:

6/15/99

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