

P99000063021

Att. Beth Register
Department of State
Division of Corporation
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

July 13, 1999

United Sales and Marketing, Inc.

Dear Beth,

I really enjoyed our conversation yesterday, as always the experience is pleasant. I have enclosed the Articles of Incorporation, as well as the correct filing fees. I thank you in advance for expediting this filing. Below, please find the return address and our office number. Thanks again.

Sincerely,

Oli Rodriguez

Oli Rodriguez
(352) 854-7785

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-07/15/99--01005--001
*****78.75 *****78.75

Please return certified copies to address shown below:

Laura L. Bruning
Post Office Box 5819
Ocala, Florida 34478

FILED
99 JUL 14 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Oli Rodriguez GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art I - add Inc.*
DATE *7-15-99*
DOC. EXAM *BR*

REGISTERED JUL 15 1999

FILED
99 JUL 14 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
United Sales and Marketing, Inc.

The undersigned has executed the following document of incorporation of the above named corporation a corporation organized under the laws of the state of Florida, and will rights, duties and obligations of the undersigned as incorporators and those of the corporation, are to be determined in accordance with the laws of the state of Florida.

Article I.

The name of the corporation shall be: United Sales and Marketing, Inc.

Article II.

The corporation shall commence existence upon the filing of the articles of incorporation by the department of state, state of Florida, and shall have perpetual existence.

Article III.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

Buying and selling of general products

Transact any and all lawful business.

Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or any manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligation of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any other instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporate may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect and appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact away lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any of all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect in purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida statute 607.041;

Article IV.

The aggregate number of shares which the corporation shall have authority to issue is the total sum of one hundred shares, and having an individual par value of one dollar.

Unless otherwise stated in these articles, or in an amendment to those articles, there shall be only one (1) class of stock of this corporation.

Article V.

The street address of the principal office for the corporation and the name of the initial resident agent of this corporation shall be:

Laura L. Bruning
3240 SW. 34 ST. Suite 1111
Ocala, Florida 34474

Article VI.

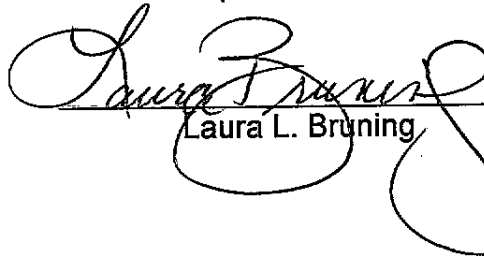
The initial board of directors shall consist of a total of one person, and the name and address of the person who is to serve as the initial director is:

Laura L. Bruning
3240 SW. 34 ST. Suite 1111
Ocala, Florida 34474

The name and address of the incorporator executing these articles of incorporation is:

Laura L. Bruning
3240 SW. 34 ST. Suite 1111
Ocala, Florida 34474

Signing as incorporator and accepting the designation as registered agent for United Sales and Marketing, Inc., In witness whereof, the undersigned incorporation has executed these articles of incorporation this the 13th day of July 1999.

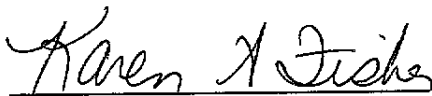

Laura L. Bruning FL DL # B655-532-72-583-0

State of Florida

County of Marion

Before me, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared Laura L. Bruning, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

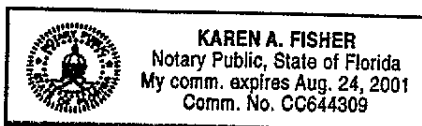
In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this the 13th day of July 1999.



Notary Public

My commission expires:

~~PAY TO THE ORDER OF~~ *Kan & Jette*
~~NATIONSBANK~~ *(Wrong Stamp)*
~~NATIONSBANK CUSTOMER CONNECTION~~
~~FOR DEPOSIT ONLY~~
NORWEST FINANCIAL FLORIDA, INC. #7409
-1006069402



FILED
99 JUL 14 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA