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Suite 400  
Fort Lauderdale, Florida 33316

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September 27, 1999

700003002027--8  
-09/30/99--01080--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Base Camp USA, Inc.

Dear Sir:

Enclosed please find the articles of incorporation for the above referenced corporation and my check in the sum of \$70.00.

Please be advised that I do not want a certified copy.

Very truly yours,

  
Layne Verebay

LV/jc  
Enclosure

99 SEP 30 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

CB  
10/2/99

**ARTICLES OF INCORPORATION  
OF  
BASE CAMP USA, INC.**

**FILED**  
99 SEP 30 AM 7:40  
TALLAHASSEE, FLORIDA

**ARTICLE I - CORPORATE NAME**

The name of this corporation is:  
BASE CAMP USA, INC.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

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 principal place of business is:

357 W. 46<sup>th</sup> Street  
Miami Beach, FL 33140

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE**

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

LAYNE VEREBAY  
888 S.E. 3rd Avenue  
Suite 400  
Ft. Lauderdale, FL 33316

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

**ARTICLE VI - BOARD OF DIRECTORS**

The number of members of the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of initial Director is:

Steven A. Kotter  
357 W. 46<sup>th</sup> Street  
Miami Beach, FL 33140

**ARTICLE VII - OFFICERS**

The names and addresses of the initial officers of this corporation are:

**President:**

Steven A. Kotter  
357 W. 46<sup>th</sup> Street  
Miami Beach, FL 33140

**Secretary:**

Steven A. Kotter  
357 W. 46<sup>th</sup> Street  
Miami Beach, FL 33140

**Treasurer:**

Steven A. Kotter  
357 W. 46<sup>th</sup> Street  
Miami Beach, FL 33140

**ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these articles is:

Steven A. Kotter  
357 W. 46<sup>th</sup> Street  
Miami Beach, FL 33140

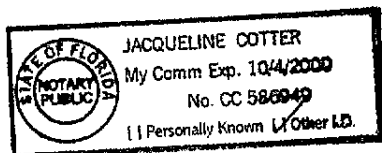
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27<sup>th</sup> day of September, 1999.


  
STEVEN A. KOTTER

STATE OF FLORIDA     )  
  )SS  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Steven A. Kotter to me known to be the person described in and who executed the foregoing articles of incorporation, and acknowledges before me that said person subscribed to those articles of incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 27th day of September, 1999.



  
NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE

FILED  
99 SEP 30 AM 7:40  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
FT. LAUDERDALE, FLORIDA

MY COMMISSION EXPIRES:

**ACCEPTANCE OF APPOINTMENT AND  
AGREEMENT TO ACT AS RESIDENT AGENT FOR  
BASE CAMP USA, INC.**

I, LAYNE VEREBAY, have been nominated to act in the capacity of RESIDENT AGENT, to the above named Florida Corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

888 S.E. 3RD AVENUE  
SUITE 400  
FT. LAUDERDALE, FL 33316

ACCEPTED this 27th day of September, 1999.

  
LAYNE VEREBAY