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LAZARUS CORPORATE FILING SERVICE, INC.
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LOCAL REPRESENTATIVE TALLAHASSEE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. U.S.A. INDUSTRIAL SUPPLIES CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF

U.S.A. INDUSTRIAL SUPPLIES CORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of State of Florida.

ARTICLES I - NAME

The name of this corporation is **U.S.A. INDUSTRIAL SUPPLIES CORPORATION.**

ARTICLES II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation be to import, export machinery, all other articles, commodities, act as principals or as purchasing agents for others, to act as real estate developer, real estate owner, to manufacture textiles, to develop agricultural properties and to breed, sell cattle or other animals and to invest in such ventures in these United States of America as well as abroad.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell, assign, transfer or otherwise dispose of and to invest in, trade in and deal with goods, wares, merchandise, real and personal property and services of every class, kind and description, to develop proprietary computer programs, apply for copyrights and patents whenever applicable and to actively pursue to protect said copyrights and patents.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida and all other and colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or character of business.

To acquire by purchase the corporate, subscription or otherwise, and to receive, hold, own, guarantee, sell, passing, exchange, underwrite, transfer, mortgage pledge or otherwise dispose of or deal in and with any of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust, receipts and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the Government of the United States of America or by any foreign government, or by any state, territory, province, municipality or other

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political sub-division or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing, and to have and to exercise all the powers conferred by the Laws of the State of Florida upon corporations formed under its laws and to do any or all things herein before set forth to the same extent as natural persons might or could.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock with a par value of ten cents (\$0.10) each.

All the aforementioned stock is to be issued as fully paid and exempt from assessment.

The capital stock may be paid for in any money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such a purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than one thousand dollars (\$1,000).

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial address of this corporation in the State of Florida is, 8335 S.W. 147 PL. MIAMI FL. 33193-1580. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as a director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability provided that no person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in performance of his/her duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in a proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors, or officers of, such other corporation; any director individually or any firm of any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract act or transaction of the corporation, provided that the fact he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof shall be present at any meeting of the Board at which such action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is interested may be counted in determining the existence of a quorum at any meeting of the Board of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the members of this first Board of Directors is:

Name:

Address:

Joseph RIVA
Juan LOPEZ

8335 S.W. 147 PL. MIAMI FL. 33193-1580
8335 S.W. 147 PL. MIAMI FL. 33193-1580

ARTICLE IX - SUBSCRIBERS

Name:

Address:

Joseph RIVA
Juan LOPEZ

8335 S.W. 147 PL. MIAMI FL. 33193-1580
8335 S.W. 147 PL. MIAMI FL. 33193-1580

ARTICLE X - RESIDENT AGENT

The initial resident agent of this corporation and his address is:
Joseph RIVA 8335 S.W. 147 PL. MIAMI FL. 33193-1580

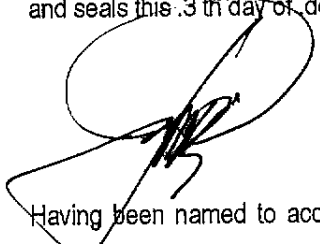
ARTICLE XI - OFFICERS

Joseph RIVA-President
Juan LOPEZ-Vice-President – Secretary.

ARTICLE XII - AMENDMENT

The articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set there hands and seals this 3th day of december 1999


Having been named to accept services of process for the above stated corporation, place designated in this certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


As Resident Agent

STATE OF FLORIDA)

) ss

COUNTY OF DADE)

HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County, above named, to take, acknowledgements, personally appeared Joseph Riva and Juan Lopez to the known to be the persons described as subscribers in and who executed the foregoing Articles of incorporation, and

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acknowledge before me that they have subscribed to these Articles of Incorporation.
WITNESS my hand and seal this 3 day of december 1999

NOTARY: *Millicent S. Calabro*
12/3/99



Millicent S. Calabro
Commission # CC 829457
Expires Apr. 26, 2003
Bonded Thru
Atlantic Bonding Co., Inc.