

P99000110567

TRANSMITTAL LETTER

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

FILED
99 DEC 20 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

800003075468-5
-12/20/99-01106-015
*****78.75 *****78.75

SUBJECT: USA PROMOTIONS INTERNATIONAL COMPANY.
Proposed Corporate Name

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for Filing fee and Certificate.

From: John Sabio
P.O. Box 14-4575
Coral Gables, Florida 33114
Telephone: 305-461-3000

12/23

Informed client by letter
Added RA acceptance statement
and the RA to Article XIII

S. Thompson DEC 23 1999

ARTICLES OF INCORPORATION
OF
USA PROMOTIONS INTERNATIONAL COMPANY

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ARTICLE I

The name of the corporation is **USA PROMOTIONS INTERNATIONAL COMPANY.**

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is domestic and international promoting and marketing of various products and services. This corporation shall have the powers as enumerated in Section s607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is: 250 Catalonia Avenue, Coral Gables, Florida 33134 U.S.A.

ARTICLE V

The Mailing address of this corporation is: Post Office Box 14-4575 Coral Gables, Florida 33114 U.S.A.

ARTICLE VI

This corporation is authorized to issue 100,000,000 shares at \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

**John Sabio
250 Catalonia Avenue
Coral Gables, Florida 33134**

ARTICLE IX

The name and post office address of the director of this corporation is:

**John Sabio
Post Office box 14-4575
Coral Gables, Florida 33114**

ARTICLE X

The corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the 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 being a director or officer.

The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

The Name and address of the person signing these Articles is as follows:

**John Sabio
250 Catalonia Avenue
Coral Gables, Florida 33134 U.S.A.**

ARTICLE XII

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

These Articles of incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Coral Gables, Miami-Dade County, Florida, U.S.A. This 16th day of December, 1999.

**USA PROMOTIONS INTERNATIONAL COMPANY
A Florida Corporation**

I hereby am familiar with and accept the duties and responsibilities as the Registered Agent.


By: John Sabio

Incorporator/Registered Agent

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

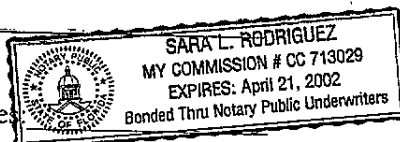
BEFORE ME personally appeared JOHN SABIO with knowledge that he is the incorporator in the foregoing Articles of Incorporation and that he acknowledges before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 16th day of December, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

Print Name:

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA