



20061103000542150 1/2 \$95.00
Shelby Cnty Judge of Probate, AL
11/03/2006 12:01:30PM FILED/CERT

STATE OF ALABAMA

DOMESTIC FOR-PROFIT CORPORATION ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS:

STEP 1: CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334)242-5324 TO RESERVE A CORPORATE NAME.

STEP 2: TO INCORPORATE, FILE THE ORIGINAL, TWO COPIES OF THE ARTICLES OF INCORPORATION AND THE CERTIFICATE OF NAME RESERVATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY FILING FEES.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

Article I The name of the corporation:
Gaijin USA Inc.

Article II The duration of the corporation is "perpetual" unless otherwise stated.

Article III The corporation has been organized for the following purpose(s):
Selling of Asian goods to the public

Article IV The number of shares which the corporation shall have the authority to issue is 1,000.

Article V The **street address** (NO PO BOX) of the registered office: 5535 Hwy 10,
Montevallo, AL 35115 and the name of the
registered agent at that office: James R. Carroll, Jr.

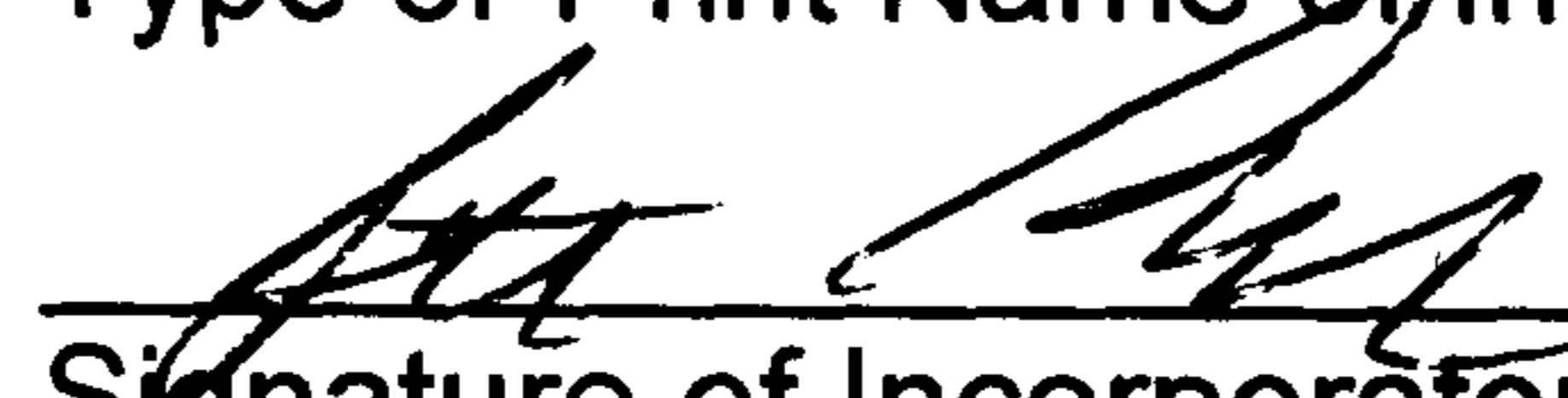
Article VI The name(s) and address(es) of the Director(s):
James R. Carroll, Jr. 5535 Hwy 10, Montevallo, AL 35115
Mary F. Carroll 5535 Hwy 10, Montevallo, AL 35115

Article VII The name(s) and address(es) of the Incorporator(s):
Kevin Rubel P.O. Box 31567, Palm Beach Gardens, FL 33420-1567

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation
on this the 25th day of July, 2006.

Printed Name and Business Address of Person Preparing this
Document: Form-A-Corp, Inc.
Kevin Rubel (VP)
P.O. Box 31567
Palm Beach Gardens, FL 33420-1567

Kevin Rubel
Type or Print Name of Incorporator

Signature of Incorporator

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Gaijin USA Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Kevin Rubel, 100 Village Square Crossing Ste 103, Palm Beach Gardens, FL 33410 for a period of one hundred twenty days beginning August 10, 2006 and expiring December 9, 2006.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 10, 2006

Date

A handwritten signature in cursive script, reading "Nancy L. Worley".

Nancy L. Worley

Secretary of State