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September 29, 2000

L-12124

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

RE: USA/Properties, LLC

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Correction for the above-referenced limited liability company, along with a check for \$35.00 to cover the filing fee.

Sincerely,

ALLEY, MAASS, ROGERS
& LINDSAY, P.A.

BY:

Louis L. Hamby III
LOUIS L. HAMBY III

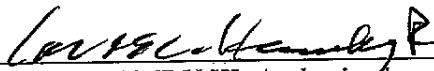
LLH III/cr
Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 AM 10:31

ARTICLES OF CORRECTION

USA Properties, LLC ("the company") files these Articles of Correction pursuant to FS Section 608.4115 and states as follows:

1. On September 27, 2000, Articles of Organization for the company were executed and forward to the Florida Department of State for filing. A copy of said Articles or Organization are attached hereto.
2. The Articles of Organization contained an error in the name of the company, namely the slash mark between "USA" and "Properties".
3. The correct name of the company is USA Properties, LLC.



LOUIS L. HAMBY III, Authorized
Representative of Theodore Oleck,
a member

9-28-00

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
FOR
USA/PROPERTIES, LLC**

The undersigned being an authorized representative of a member of the limited liability company referred to herein, executes and files these Articles of Organization and states as follows:

ARTICLE I - NAME

The name of the limited liability company is USA/Properties, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address and mailing address of the principal office of the limited liability company is 7491-C5, N. Federal Highway, Box 255, Boca Raton, FL 33487 .


ARTICLE III - INITIAL REGISTERED AGENT

The name of the initial registered agent of the limited liability company is LOUIS L. HAMBY III, ESQ. and his street address is c/o Alley, Maass, Rogers & Lindsay, 321 Royal Poinciana Plaza South, Palm Beach, Florida 33480.

ARTICLE V - EFFECTIVE DATE/COMMENCEMENT OF EXISTENCE

These Articles shall be effective and the limited liability company shall commence its existence as of the date of execution of these Articles.

WHEREFORE, in compliance with Florida Statutes Section 608.407(3), the undersigned authorized representative of a member of the limited liability company executed these Articles of Organization this 27th day of September, 2000.



LOUIS L. HAMBY III, Authorized
Representative of Theodore Oleck,
a member

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09 OCT -2 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE
OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is USA/Properties, LLC.
2. The name and address of the registered agent and office is:

Louis L. Hamby III, Esq.
Alley Maass Rogers & Lindsay
321 Royal Poinciana Plaza, South
Palm Beach, FL 33480

Having been named as registered agent for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


LOUIS L. HAMBY III, ESQ.

Date: September 27, 2000.

FILED
00 OCT -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA