

**CAPITAL CONNECTION, INC.**

Virginia Street, Suite 1 • Tallahassee, Florida 32301  
24 3370 • 1-800-342-8062 • Fax (850) 222-1222

**PO10000016808**

U.S. Investments, Inc.

200003676622--6  
-02/13/01--01044--024  
\*\*\*\*157.50 \*\*\*\*\*78.75

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

**FILED RECEIVED**  
01 FEB 14 PM 1:43 / FEB 13 7:11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
01 FEB 13 AM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 14 2001

W1-3426  
TS

Signature \_\_\_\_\_

Requested by: SR  
Name \_\_\_\_\_ Date 2/13/01 Time 9:58

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 13, 2001

CAPITAL CONNECTION, INC.

SUBJECT: U.S. INVESTMENTS, INC.  
Ref. Number: W01000003426

We have received your document for U.S. INVESTMENTS, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 801A00008901

*Corrected*  
A hand-drawn smiley face consisting of a circle with a simple curved line for a mouth and two dots for eyes.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

01 FEB 14 PM 1:16

RECEIVED

FAX AUDIT NO. SECRETARY OF STATE TALLAHASSEE FLORIDA FEB 14 PM 1:43 FILED

ARTICLES OF INCORPORATION OF U.S. INVEST, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: U.S. INVEST, INC.

ARTICLE II DURATION AND EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLES III PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV PRINCIPAL OFFICE

The initial principal office of this Corporation shall be:

1674 Alton Road, Suite 500 Miami Beach, Florida 33139

FAX AUDIT NO.

FAX AUDIT NO.:

The mailing address of this Corporation shall be:

1674 Alton Road, Suite 500  
Miami Beach, Florida 33139

ARTICLE V  
DIRECTORS

(a) The initial number of directors is two (2). The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than minimum number of two (2) director(s). The initial directors shall be appointed by the Incorporator.

(b) Initial Director(s). The name and street address of the initial member of the board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Abel Holtz	169 East Flagler Street, Suite 1627 Miami, Florida 33131
Patrick Abraham	1674 Alton Road, Suite 500 Miami Beach, Florida 33139

ARTICLE VI  
SHARES

(a) The maximum number of shares of stock that this corporation is authorized to issue is 100 with a par value of \$1.00 per common share of stock.

- (a) Shareholders shall not have preemptive rights.
- (a) Shareholders shall not have cumulative voting rights.

ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

FAX AUDIT NO.

FAX AUDIT NO.:

Phillip M. Hudson III, Esq.  
80 Southwest 8<sup>th</sup> Street, Suite 3100  
Miami, Florida 33130

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Phillip M. Hudson III, Esq.  
80 Southwest 8<sup>th</sup> Street, Suite 3100  
Miami, Florida 33130

ARTICLE IX  
INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

FAX AUDIT NO.

FAX AUDIT NO.:

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not stop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE X  
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI  
BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaws adopted by shareholders if the shareholders specifically provide such Bylaws is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 21 day of February, 2001.

  
\_\_\_\_\_  
Phillip M. Hudson III, Esq.,  
Incorporator


FAX AUDIT NO.

FAX AUDIT NO.:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By:   
Phillip M. Hudson III, Esq.,  
Registered Agent

Dated: February  2001.

Article.inc2.doc

**FILED**  
01 FEB 14 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FAX AUDIT NO.