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FLORIDA PROFIT CORPORATION OR P.A.

U.S. American Capital, Inc.

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**ARTICLES OF INCORPORATION
OF
U.S. American Capital, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of the corporation shall be:

U.S. AMERICAN CAPITAL, INC.

**ARTICLE II.
Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5 par value. The corporation will begin business with \$500 in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be 767 Arthur Godfrey Road, Miami Beach, Florida 33140, or such other location as the Board

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of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have TWO director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Paul B. Steinberg
767 Arthur Godfrey Road
Miami Beach, FL 33140

**ARTICLE VIII.
Officers**

The name and street address of the officers of this corporation is:



Michael Hoelitzel	President
Suite 200, 523 Woodpark Blvd. S.W. Calgary, AB T2w 4J3	
Richard Schmidt	Director
Suite 200, 523 Woodpark Blvd. S.W. Calgary, AB T2w 4J3	
David Del Bianco	Director
Suite 200, 523 Woodpark Blvd. S.W. Calgary, AB T2w 4J3	

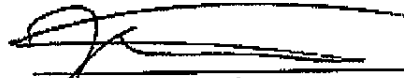
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for U.S. AMERICAN CAPITAL, INC., I hereby accept the appointment as registered agent and agree to act in this capacity and to comply with the provisions of these Articles. I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 9th day of December, 1999.



Richard L. Steinberg
Registered Agent

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