

F98000005112

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: U.S. EQUITIES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

F. BRUCE CORNEAL
(Name of Person)

U.S. EQUITIES, INC.
(Firm/Company)

2601 PARK CENTER DR, C-703
(Address)

ALEXANDRIA VIRGINIA 22302
(City/State/Zip)

98 SEP 11 AM 9:43
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
9/11

Should you need to call someone concerning this matter, please call:

300002630103-3
-09/01/98-01043-005
****131.25 ****131.25

KATHERINE S. FICK # (-703) 305-7220
(Name of Person) (Area Code & Daytime Telephone Number)

w98-20057

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 1, 1998

F. BRUCE CORNEAL
U.S. EQUITIES, INC.
2601 PARK CENTER DR., C-703
ALEXANDRIA, VA 22302

SUBJECT: U.S. EQUITIES, INC.
Ref. Number: W98000020057

We have received your document for U.S. EQUITIES, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc. Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 998A00045087

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned F. BRUCE CORNEAL, do hereby certify
(Name)

that this Resolution of the Board of Directors of U. S. EQUITIES, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of VIRGINIA,

was duly adopted on SEPTEMBER 8, 19 98.

Be it resolved, that U. S. EQUITIES, INC.
(Corporate Name)

organized and existing in the State of VIRGINIA, hereby adopts the name

U. S. KEY WEST EQUITIES, INC. for use in Florida.

Dated: September 8, 1998

Jim A. Pres / Chairman
Signature of either Chairman, Vice/Chairman or any officer

F. BRUCE CORNEAL

Type or print name

INHS19(4/96)

Re: Letter # 99BA 000 45087

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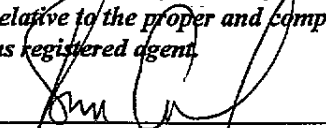
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. U.S. EQUITIES, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. COMMONWEALTH OF VIRGINIA 3. 54-1893143
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JUNE 22, 1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. FEBRUARY 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 115 PARK AVENUE
FALLS CHURCH, VA 22046
(Current mailing address)
8. ACQUIRE LEASE AND DEVELOP REAL ESTATE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: F. BRUCE CORNEAL
Office Address: 912 TRUMAN AVENUE
KEY WEST, Florida, 33040
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 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.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: F. BRUCE CORNEAL

Address: 1432 FORD RD, SHADY SIDE, MD 20764

Vice Chairman:

Address:

Director: MARK S. CORNEAL

Address: 106 AVENDALE CIRCLE

SEVERNA PARK, MARYLAND 21146

Director: RAYMOND H. WILSON

Address: 115 PARK AVENUE

FALLS CHURCH VA 22046

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: F. BROCE CORNEAL

Address: 1432 FORD RD, SHADY SIDE, MD 20764

Vice President: RAYMOND H. WILSON

Address: 115 PARK AVENUE

FALLS CHURCH, VA 22046

Secretary: CATHERINE S. PICK

Address: 2601 PARK CENTER DR - C-703

ALEXANDRIA, VIRGINIA 22302

Treasurer: F. BRUCE CORNEAL

Address: 1432 FORD RD, SHADY SIDE, MD 20764

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

F. BRUCE CORNEAL, CHAIRMAN.

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond,

June 22, 1998

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This is to Certify that the certificate of incorporation of

US EQUITIES, INC

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

June 22, 1998



State Corporation Commission

William J. Bridge
Clerk of the Commission