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TALLAHASSEE, FLORIDA

INFANTINO AND BERMAN

ATTORNEYS AT LAW

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Winter Park, Florida

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Jed Berman

Thomas V. Infantino

Patrick A. Raley

Mailing Address:

P. O. Drawer 30

Winter Park, Florida

32790-0030

July 18, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation -U.S.A. Real Estate Investments, L.L.C.

Dear Sir:

Enclosed are the following:

1. Articles of Incorporation for U.S.A. Real Estate Investments, L.L.C.. (2 originals)
2. Infantino and Berman check in the amount of \$155.00 representing \$100.00 filing fee, \$25.00 registered agent, and \$30.00 for certified copy.

Please file the Articles of Incorporation and return a certified copy to me.

Sincerely yours,



Thomas V. Infantino

TVI:jb
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
U.S.A. REAL ESTATE INVESTMENTS, L.L.C.

The undersigned, pursuant to the Florida Limited Liability Company Act, does hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I

The name of the Limited Liability Company is: U.S.A. REAL ESTATE INVESTMENTS, L.L.C.

ARTICLE II

The mailing address and the street address of the principal office of the company is:

5357 Los Palma Vista Drive
Orlando, Florida 32837

ARTICLE III

The company shall commence its existence on the date that these Articles of Organization are filed with the Florida Department of State. The company shall have perpetual existence, unless terminated as provided in Article IV hereof.

ARTICLE IV

The company shall be dissolved upon the unanimous agreement of all members. The company shall also be dissolved by the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member; notwithstanding, upon such death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member, the other members then holding not less than a majority of the remaining percentage shares of interest of the company may consent to the continuance of the company's business.

ARTICLE V

No additional members may be admitted to the company except upon the unanimous written approval of the members, and upon such terms and conditions, including whether such additional member shall have management authority, as shall be established by members of the company holding not less than a majority of the percentage shares of interest in the company.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The company shall be managed by two managing members, whose names and addresses are:

Deanna M. Kendall
5357 Los Palma Vista Drive
Orlando, Florida 32837

Alan Segal and Thesla Segal, husband and wife,
as tenants by the entireties
14131 Sierra Vista Drive
Orlando, Florida 32837

The managing members shall hold the exclusive voting interest in the company and the exclusive power to adopt, alter, amend, or repeal the regulations of the company.

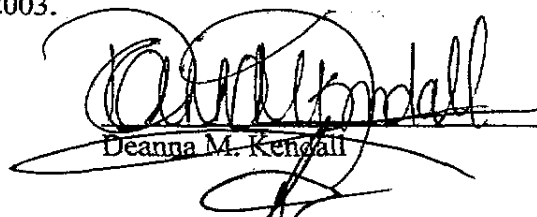
ARTICLE VII

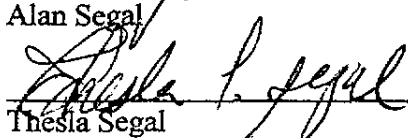
The members of the company may enter into a membership and operating agreement to provide regulations for the affairs of the company, and other matters concerning the relative rights and obligations of the members; provided, however, that said operating agreement may not contravene these articles or the Florida Limited Liability Company Act.

ARTICLE VIII

A certificate of designation of registered agent/registered office for the company is attached hereto as Exhibit "A."

IN WITNESS WHEREOF the undersigned members of the company have executed these articles this 5th day of JUNE, 2003.


Deanna M. Kendall


Thesla Segal

Alan Segal

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

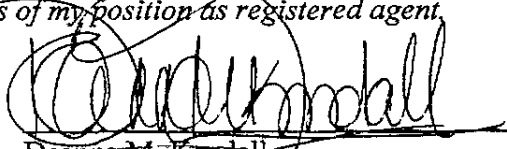
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is U.S.A. REAL ESTATE INVESTMENTS, L.L.C.
2. The name and the Florida street address of the registered agent is:

Deanna M. Kendall
5357 Los Palma Vista Drive
Orlando, Florida 32837

Having been named as registered agent and to accept service of process 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.


Deanna M. Kendall

03 JUL 22 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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