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SANTOS RIVERA

Division of Corporations

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LIMITED LIABILITY COMPANY

USA REAL ESTATE INVESTMENT, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 13, 2004

SANTOS RIVERA

SUBJECT: USA REAL ESTATE INVESTMENT, LLC
REF: W04000018519

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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) 245-6094.

Agnes Lunt
Document Specialist

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2004 MAY 14 P 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
USA REAL ESTATE INVESTMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Statutes, hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the Company shall be: **USA REAL ESTATE INVESTMENT, LLC**

ARTICLE II - EXISTENCE

The Company shall have perpetual existence.

ARTICLE - III

The general purpose of the business to be transacted by this Company is:

- A. Transact any and all lawful business activities in the State of Florida.
- B. To invest the funds of this company in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the company purposes.
- C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Organization or any amendment hereof necessary and incidental to the protection and benefit of the company, and, in general, either alone or in association with other companies, firms, or individuals, to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this company.
- D. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this company and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this company otherwise permitted by law.

ARTICLE - IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this company shall be:

Principal Office Address and Mailing address:

6553 GROSVERNOR LANE
ORLANDO, FL 32835

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ARTICLE - V - INITIAL REGISTERED AGENT AND ADDRESS

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

CARLOS RIOS

6553 GROSVERNOR LANE
ORLANDO, FL 32835

The registered agent of the company may be changed at anytime without an amendment of these Articles.

ARTICLE - VI - MEMBERS

The name and street address of the members to these Articles of Organization are:

Edward Calles
3820 Spring Valley Rd., Apt. 2014
Addison, TX 75001

Sonia Calles
3820 Spring Valley Rd., Apt. 2014
Addison, TX 75001

ARTICLE - VIII - MANAGING PARTNERS

The name and address of each Manager or Managing Members are as follows:

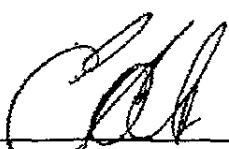

Edward Calles, Manager Member
3820 Spring Valley Rd., Apt. 2014
Addison, TX 75001

Sonia Calles, Manager Member
3820 Spring Valley Rd., Apt. 2014
Addison, TX 75001

A Board of one or more Directors shall manage the business and affairs of the company.

These Articles of Organization may be amended in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 28th day of February 2004.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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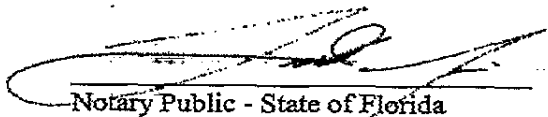
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Mr. Edward Calles
and acknowledged that he executed the foregoing Articles of Organization.

WITNESS my hand and official seal this 28th day of February 2004.



Notary Public - State of Florida

COMM. #

My commission expires:



Santos Rivera
My Commission DD239313
Expires September 11 2007

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CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED
OFFICE

2004 MAY 14 P 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 608, Florida Statutes, the undersigned company,
organized under the laws of the State of Florida, submits the following statement in
designating the registered office/registered agent, in the state of Florida.

- 1 - The name of the company is: USA REAL ESTATE INVESTMENT, LLC
- 2 - The name and address of the registered agent and office is:

CARLOS RIOS
6353 GROSVERNOR LANE
ORLANDO, FL 32835

*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 as provided for in
Chapter 608, Florida Statutes.*

SIGNATURE

Carlos Rios
(RESIDENT AGENT)

DATE

3/1/04

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