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FLORIDA PROFIT/NON PROFIT CORPORATION

USA Patriots, Inc.

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**ARTICLES OF INCORPORATION
OF
USA PATRIOTS, INC.**

I, the undersigned incorporator, file with the Florida Department of State these Articles of Incorporation of USA Patriots, Inc. for the purpose of forming a not-for-profit corporation in accordance with the Florida Not For Profit Corporation Act (the "Act"):

ARTICLE I
Name

The name of the corporation is as follows: USA Patriots, Inc.

ARTICLE II
Address

The street address and mailing address of initial principal office of the corporation is as follows:

5053 126th Avenue North
Clearwater, Florida 33760

The Board of Directors may from time to time change the mailing address of the corporation or the street address of its principal office.

ARTICLE III
Purpose

(a) The corporation is organized and shall be operated exclusively for charitable or educational purposes, or to foster national or international amateur sports competition, in each case within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax code.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation, or any other private person, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of one or more of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future federal tax code.

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(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt from federal income tax as organizations described in Sections 501(c)(3) of the Code, or the corresponding provision of any future federal tax code, or to the federal, state, or local government to be used for one or more public purposes, as the Board of Directors shall determine.

ARTICLE IV

Members

The corporation shall not have members.

ARTICLE V

Directors

The corporation's affairs shall be managed by the Board of Directors, as is more specifically provided for in the corporation's bylaws (as such may be amended or revised), including the manner of election of the directors. The corporation shall have at least three (3) directors. The number of directors may be either increased or diminished from time to time, as provided in the corporation's bylaws, provided that the number of directors shall always have at least three (3) directors.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is David S. Felman. The Board of Directors may from time to time change the registered office or registered agent of the corporation, or both, subject to the provisions of the Act.

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal the corporation's bylaws shall be vested in the Board of Directors.

ARTICLE VIII

Incorporator

The name and address of the incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
David S. Felman	101 East Kennedy Boulevard Suite 3700 Tampa, Florida 33602


[Signature Page Follows]

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**SIGNATURE PAGE TO
ARTICLES OF INCORPORATION
OF
USA PATRIOTS, INC.**

The undersigned incorporator has executed these Articles of Incorporation as of November 21, 2006.




David S. Felman, Incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.

EXECUTED: November 21, 2006



David S. Felman

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