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February 8, 2000

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122.50 **78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: USA COMMUNICATIONS SYSTEMS, INC..

To whom it may Concern:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to this office in the self-addressed stamped envelope enclosed.

Sincerely,



Carl E. Patrick

CEP/cgm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 11 PM 5:20

g 2/16/00

ARTICLES OF INCORPORATION

OF

USA COMMUNICATIONS SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 11 PM 5:20

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 AND INITIAL PLACE OF BUSINESS

The name of the Corporation shall be:

USA COMMUNICATIONS SYSTEMS, INC.

The initial, principal place of business of this corporation shall be:

**6533 Superior Avenue
Sarasota, Florida 34231**

ARTICLE II - NATURE OF BUSINESS

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

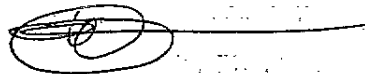
ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be: Carl E. Patrick, Esquire, 6823 Old Ranch Road, Sarasota, FL 34241.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



CARL E. PATRICK, ESQUIRE
Registered Agent

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE VI - DIRECTORS

This Corporation shall have one director initially. The name and street address of the initial members of the Board of Directors are:

Randy Santora
6533 Superior Avenue
Sarasota, FL 34231

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Randy Santora
6533 Superior Avenue
Sarasota, FL 34231

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on this 20th day of January, 2000.

RANDY SANTORA, Incorporator



STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me this 20th day of January, 2000.


Notary Public

Printed Name

My Commission Expires:



Catherine Gibbs Mayer
Commission # CG 876940
Expires Oct. 5, 2003
Bonded Thru
Atlantic Bonding Co., Inc.