

P00000021610

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H00000008919 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : ARIE MREJEN, P.A.  
Account Number : 072100000432  
Phone : (954) 747-9780  
Fax Number : (954) 771-3047

## FLORIDA PROFIT CORPORATION OR P.A.

Nations Holdings, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04 @
Estimated Charge	\$70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR - 2 AM 9:39

B. McKnight MAR 02 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 29, 2000

ARIE MREJEN PA

SUBJECT: NATIONS HOLDING, INC.  
REF: W00000005393

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS NATIONS HOLDINGS, INC. DOC #P97000076020.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H00000008919  
Letter Number: 100A00010892

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION  
OF  
U.S.A.HOLDING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is : U.S.A.HOLDING, INC.

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III: PRINCIPAL OFFICE

The mailing address of this corporation is : c/o 701 West Cypress Creek Rd., Suite 303, Ft. Lauderdale, Fl. 33309

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is ONE THOUSAND (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V: GENERAL PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

THIS INSTRUMENT PREPARED BY:  
ARIE MREJEN, ESQ.  
701 W. CYPRESS CREEK RD., SUITE 302  
FORT LAUDERDALE, FLORIDA 33309  
TEL: (954)771-3740  
FAX: (954) 771-3047  
FLORIDA BAR NO. 907219

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -2 AM 9:39

**ARTICLE VI: INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is ARIE MREJEN, P.A., 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

**ARTICLE VII: DURATION**

The duration of the corporation is perpetual.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of directors constituting the INITIAL Board of Directors is one(1). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

Rohda Cohen                      c/o 701 West Cypress Creek Rd., Suite 303  
Fort Lauderdale, FL 33309

**ARTICLE IX: INCORPORATOR**

The name of the incorporator is Arie Mrejen, P.A., 701 West Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309

**ARTICLE X: AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

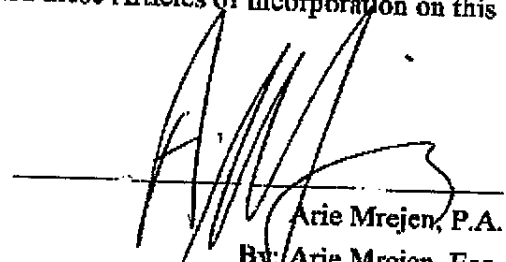
**ARTICLE XI: INDEMNIFICATION**

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

**ARTICLE XII: BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this  
1 day of March 2000.

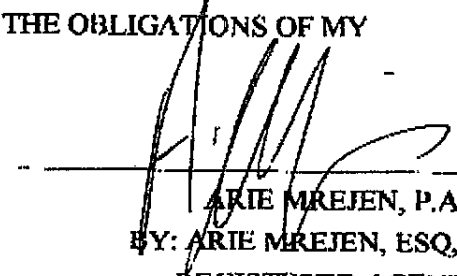
  
Arie Mrejen, P.A.  
By: Arie Mrejen, Esq.  
Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is U.S.A.HOLDING, INC.
2. The name and address of the registered agent is ARIE MREJEN, P.A. 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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.

  
 ARIE MREJEN, P.A.  
 BY: ARIE MREJEN, ESQ.,  
 REGISTERED AGENT  
 March 1, 2000

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 00 MAR -2 AM 9:39