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TRANSMITTAL LETTER

00 APR 12 PH 12:47

Department of State Division of Corporations 409 E. Gaines St. Tallahassee, FL. 32399

SUBJECT:USA STRATEGIC INVESTMENTS LTD.

400003185184--9 -03/27/00--01109--007 *****78.75 *****78.75

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$78.75 for: Filing fee, Certified copy & Certificate.

FROM:

D. SIEGEL P.O. BOX 2183 HALLANDALE, FL 33008

NO - 8663



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 31, 2000

D. SIEGEL POST OFFICE BOX 2183 HALLANDALE, FL 33008

SUBJECT: USA STRATEGIC INVESTMENTS LTD.

Ref. Number: W00000008662

We have received your document for USA STRATEGIC INVESTMENTS LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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) 487-6972.

Doris Brown Document Specialist

Letter Number: 700A00017823

Muchelle Puentes 305-933-8779

ARTICLES OF INCORPORATION

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OF

USA STRATEGIC INVESTMENTS LIMITED, INC.

Article 1

Corporate Name

The Name of this corporation is: USA STRATEGIC INVESTMENTS LIMITED, INC.

Article II

<u>Purpose</u>

This corporation is organized for the following purposes:

- 1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
- 2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident

thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

Article III

Capital Stock

This corporation is authorized to issue 1,000,000 shares of common stock with a par value of \$.01 per share.

Article IV

Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180. The mailing address is: P.O. Box 2183 Hallandale, FL. 33008

Article V Registered Agent

The initial registered agent of this corporation is: Michelle Puentes located at: 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180

Article VI

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine. The name and address of the initial director of this corporation are, to wit:

Allan Hersco

2875 N. E. 191st Street, Ste. 601 Aventura, FL. 33180

Article VII Incorporator

The name and address of the person signing these Articles is:

Michelle Puentes, 2875 N. E. 191st Street, Suite # 601, Aventura, FL. 33180

IN WITNESS WHEREOF, the undersigned subscriber has Executed the Articles of Incorporation of USA STRATEGIC INVESTMENTS LIMITED, INC. this, 7th day of April, 2000.

Michelle Picentes

ACKNOWLEDGEMENT

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county above set forth, personally appeared, Michelle Puentes, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

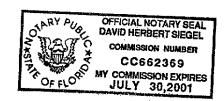
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 7th day of April, 2000.

NOTARY PUBLIC, State of Florida

DAVID HELLET SIEGEL Print Name of Notary

Commission No.:

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS IN THIS STATE NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First: That USA STRATEGIC INVESTMENT'S LIMITED, INC.

desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation has named Michelle Puentes, whose address is: 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Michello Puentos