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October 3, 2001

Florida Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/05/01--01021--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

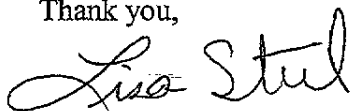
Re: Visit USA Communities, Inc.

To Whom It May Concern:

Enclosed please find one (1) original and two (2) copies of the Articles of Incorporation for Visit USA Communities, Inc. We have also included a self-addressed stamped envelope, and a check in the amount of \$78.75 to receive a certified copy of the Articles of Incorporation.

Should you have any questions, please feel free to call.

Thank you,



Lisa Steil  
Legal Assistant

Enc.

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01 OCT -5 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
Visit USA Communities, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is

Visit USA Communities, Inc.

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ARTICLE II

The existence of the Corporation shall begin on the filing of these Articles of Incorporation with the Florida Department of Corporations.

ARTICLE III

The street address of the principal office of the Corporation is Brenda Hamilton, 555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432.

ARTICLE IV

(i) The maximum number of shares this Corporation is authorized to issue is: 100,000,000 shares of common stock with \$.0001 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

(ii) 100,000,000 shares of preferred stock with \$.0001 par value in five (5) series, and the Board of Directors is authorized to establish the number of shares to be included in each series and the preferences, rights of conversion, limitations and other relative rights of each series.

ARTICLE V

The initial street address of the Corporation's registered

office is 555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432. The initial registered agent for the Corporation at that address is Brenda Hamilton.

#### ARTICLE VI.

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

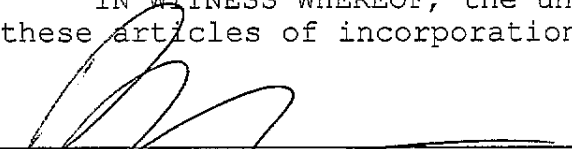
#### ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:  
Brenda Hamilton, 555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432.

#### ARTICLE VIII

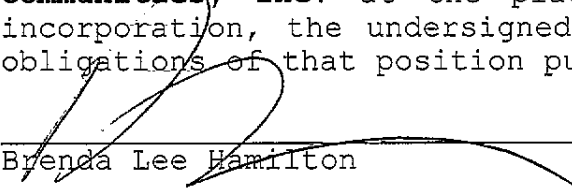
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on October 3, 2001.

  
Brenda Lee Hamilton

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Visit USA Communities, Inc.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Brenda Lee Hamilton

Date

10/2/01

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