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HOLLANDER & BARTELSTONE  
A PROFESSIONAL ASSOCIATION

HOWARD J. HOLLANDER, P.A.  
TED H. BARTELSTONE

SUITE 3570 ONE BISCAYNE TOWER  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-1807

TELEPHONE (305) 358-4633  
TELECOPIER (305) 577-8565

December 3, 2001

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

Re: UNITED STATES HOLDING CORPORATION

200004716022--9  
-12/10/01--01055--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

I enclose original Articles of Incorporation, Designation of Registered Office and Agent and Acceptance along with our firm check in the amount of \$122.50 representing your fee for filing and certification. Please forward a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions please do not hesitate to contact me.

Yours very truly,

HOLLANDER & BARTELSTONE, P.A.

  
TED H. BARTELSTONE, ESQ.

THB:lbw  
Enclosures

FILED  
01 DEC 10 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight  
DEC 11 2001

ARTICLES OF INCORPORATION  
OF  
UNITED STATES HOLDING CORPORATION

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

UNITED STATES HOLDING CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having no par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

#### **ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

**JACK GIER  
19202 North Creekshore Court  
Boca Raton, Florida 33498**

#### **ARTICLE V - INCORPORATOR**

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

**JACK GIER  
19202 North Creekshore Court  
Boca Raton, Florida 33498**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribed a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.
4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.

5. The Corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Incorporation at Boca Raton, Florida for uses and purposes aforesaid, this 27 day of Nov, 2001.

  
\_\_\_\_\_  
**JACK GIER**

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 27 day of Nov, 2001 by **JACK GIER**. He is ☐ personally known to me or ☐ has produced DL # G 600-466-44-216-0 as identification and did take an oath.

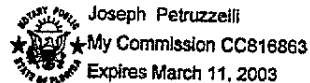
NOTARY PUBLIC:

Sign: 

Print: Joseph Petruzzelli

State of: Florida

My Commission Expires:



**DESIGNATION OF REGISTERED OFFICE AND AGENT**

The undersigned, as director and incorporator of **UNITED STATES HOLDING CORPORATION**, hereby designates the primary office of the corporation as **19202 North Creekshore Court, Boca Raton, Florida 33498**, and the registered agent of the corporation as follows:

**TED H. BARTELSTONE, ESQ.**  
**Suite 3570 - One Biscayne Tower**  
**2 South Biscayne Boulevard**  
**Miami, Florida 33131**

11/27/01  
Date

  
\_\_\_\_\_  
**JACK GIER**  
Director and Incorporator

**ACCEPTANCE**

**TED H. BARTELSTONE**, having been designated as registered agent for **UNITED STATES HOLDING CORPORATION**, hereby accepts the responsibilities and duties as said registered agent and agrees to perform all duties in accordance with Florida Statutes Chapters 607 and 48.

12/3/01  
Date

  
\_\_\_\_\_  
**TED H. BARTELSTONE, ESQ.**

**FILED**  
**01 DEC 10 AM 11:31**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**