

P02000061837

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: USA SEARCHLIGHT, INC.
(proposed corporate name)

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

From: Michael W. Schenks
23136 Donalds Avenue
Port Charlotte, FL 33954
(813) 335-2373

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-06/03/02--01048--018
*****70.00 *****70.00

PLEASE RETURN COMPLETED FORM TO:

Dan Murphy Accounting & Tax Services
20020 Veterans Boulevard, Unit 10
Port Charlotte, FL 33954-2113

Call Dan Murphy if you have any questions:
(941) 764-1144

FILED
02 JUN -3 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

USA SEARCHLIGHT, INC.

FILED

02 JUN -3 AM 8:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND MAILING ADDRESS

The name of this corporation is USA Searchlight, Inc. and its mailing address shall be 23136 Donalda Avenue, Port Charlotte, Fl 33954.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 23136 Donalda Avenue, Port Charlotte, FL 33954. The name of the initial registered agent at such address is Michael W. Schenks.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The names and mailing addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael W. Schenks	23136 Donalda Avenue Port Charlotte, FL 33954

ARTICLE 8. - INCORPORATOR

The name and mailing address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Michael W. Schenks	23136 Donalda Avenue Port Charlotte, FL 33954

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed
his/her name and affixed his/her seal this 29 day of
May, 2002.

Witnesses:

Curtis D. Bridges

Dawn Ald-

Michael W. Schenks
Michael W. Schenks
Director

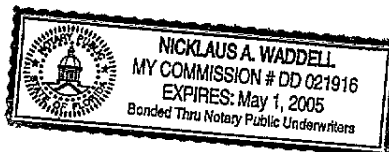
State of Florida
County of Charlotte

I HEREBY CERTIFY that on this day, before me, a
Notary Public duly authorized in the State and County named
above to take acknowledgements, personally appeared
Michael W. Schenks to me known to be the person described as
Incorporator in and who executed the foregoing Articles of
Incorporation, and he acknowledged that he executed the same
for the purposes therein stated.

WITNESS my hand and official seal in the State and
County aforesaid this 29 day of May 2002.

[Signature]
Notary Public

My commission expires:



**CERTIFICATE DESIGNATING A REGISTERED AGENT
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida
Statutes, the following is submitted:

USA Searchlight, Inc.
(Corporation Name)

desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the
Articles of Incorporation at 23136 Donalds Avenue,
Port Charlotte, FL 33954, County of Charlotte, State of
Florida, has designated Michael W. Schenks, whose street
address is 23136 Donalds Avenue, County of Charlotte,
State of Florida, as its agent to accept service of process
within this state.

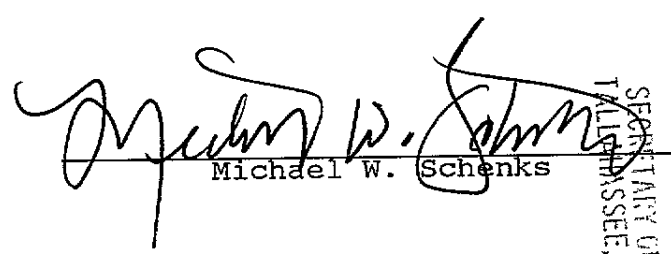
USA Searchlight, Inc.
(Corporation Name)

By:


Michael W. Schenks - President

ACCEPTANCE

Having been designated as agent to accept
service of process for the above-named corporation, at the
place stated in this certificate, I hereby agree to act in
this capacity and to comply with the provision of said law
relative to same.


Michael W. Schenks

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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