P02000/66377

FILINGS, INC. TERESA ROMAN

2805 LITTLE DEAL ROAD

(Requestor's Name)

(Address) TALLAHASSEE, FLORIDA 32	308 385-6735	
(City, State, Zip)		OFFICE USE ONLY
CORPORATION NAM 1. USACORD (Corporation (Co	on Name)	(Document #) (Document #) (Document #) (Document #) (Document #) (Document #)
Walk in Pic	k up time	Certified Copy
Mail out W	ill wait Photocopy AMENDMENTS	Certificate of Status
Profit	Amendment	300005767705E
NonProfit	Resignation of R.A., Officer/D	
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	=======================================
Other	Merger	
OTHER FILINGS	REGISTRATION/ QUALIFICATION	
Annual Report	Foreign	
Fictitious Name	Limited Partnership	
Name Reservation	Reinstatement	F. CHESSER JUN 1 7
	Trademark	r. willown
<u> </u>	Other	Examiner's Initials

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is USACORP SOUTH, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: Suite M 5600 N.W. 102nd Avenue Sunrise, Florida 33351

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

- Ronald Gress /Pres.

13175 N.W. 18th Court

Pembroke Pines, Florida 33028
_Stanley E. White, Jr. /VP

2006 Hummingbird Lane, Tupelo, Mississippi 38801

_Gerlando Dinolfo /Sec.

3503 Pin Oak Court

Palm Beach Gardens, Florida 33410

_Bernard Goldstein /Tres.

324 Bamboo Road, Palm Beach Shores, Florida 33404

ARTICLE VII - INCORPORATOR

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

Filings, Inc., a Florida Corporation

3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 14, 2002

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that USACORP SOUTH, INC. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: June 14, 2002

<u>Jewsa Komar</u> Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 14, 2002

Filings, Inc.
by Teresa Roman, Vice-President

SEGRETARY OF STATE TALLIAHASSEE, FLORID,

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