

Division of Corporations

Page 1 of 2

PA0000074256

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

U.S. SYSTEMS ADVISORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF INCORPORATION
OF
U.S. SYSTEMS ADVISORS, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is U.S. Systems Advisors, Inc. Its principal office address and business mailing address is 1390 South Dixie Highway, Suite 1203, Coral Gables, Florida 33146.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, Esq., who upon accepting this designation agrees

H02000175677 2

SECTION 607.01, F.S.
DIVISION OF CORPORATIONS
02 AUG - 2 PM 1:11

H02000175677 2

to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
John T. Spillman	1390 South Dixie Highway Suite 1203 Coral Gables, Florida 33146
Allen C. Harper	1390 South Dixie Highway Suite 1203 Coral Gables, Florida 33146
Louis Cossato	1390 South Dixie Highway Suite 1203 Coral Gables, Florida 33146

H02000175677 2

H02000175677 2

ARTICLE VII - INCORPORATOR

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

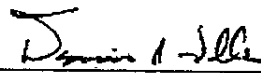
Name

Address

Dennis J. Olle, Esq.

2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

Dated: August 2, 2002




Dennis J. Olle, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for U.S. Systems Advisors, Inc., at the place designated in the Articles of Incorporation, Dennis J. Olle, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: August 2, 2002



Dennis J. Olle, Esq.

H02000175677 2

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02 AUG - 2 PM 1:15