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September 4, 2002

02 SEP 6 PM 2:49
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Re: U.S. Ventures

Sirs/Mesdames:

On behalf of the above-named entity, I enclose, for filing, in duplicate, its articles of incorporation, together with a check for \$70.00 as filing fee and registered agent's fee.

Should you have any questions in connection with this filing, please let me know. Thank you.

Sincerely,

Roberto R. Ruelo
Roberto R. Ruelo

Enclosures

cc: Roger L. Caculitan (w/ encls.)

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ARTICLES OF INCORPORATION

OF

U.S. VENTURES, INC.

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TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be U.S. VENTURES, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized is to acquire, rehabilitate and sell distressed homes, and/or to transact any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as now or hereafter amended.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No issued shares of the corporation shall be sold, transferred, pledged, encumbered or in any other way disposed of to any person unless a prior opportunity to acquire such shares is offered to the other shareholders in accordance with any written agreement between the shareholders as to restrictions on transfer of shares.

ARTICLE VI - INDEMNIFICATION

The officers, directors, employees, and agents of the corporation shall be indemnified by the corporation in such cases as now or hereafter provided in Section 607.0850, Florida Statutes.

ARTICLE VII - PRINCIPAL OFFICE;
INITIAL REGISTERED AGENT AND ADDRESS

The principal office or mailing address of the corporation is 1203 Kinsmen Drive, Auburndale, Florida 33823, or such office or address as the Board of Directors may, from time to time, determine. The street address of its initial registered agent is 1203 Kinsmen Drive, Auburndale, Florida 33823, and the name of its initial registered agent at such address is ROGER L. CACULITAN.

ARTICLE VIII - INITIAL DIRECTORS; INCORPORATORS; SHAREHOLDERS

The corporation shall have nine directors initially. The number of the directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors, incorporators, and shareholders are:

- ROGER L. CACULITAN 1203 Kinsmen Drive, Auburndale, FL 33823
- ISIDRO BALDERAMA, JR. 6415 Oakwood Court, Pinellas Park, FL 33782
- MIGUEL J. LEBRIAS 155 55th Avenue NE, St. Petersburg, FL 33705
- ROGER MALUBAY 5116 Dolphin Lake Drive, Zephyrhills, FL 33541
- SCOTT POST 4910 Pennsbury Drive, Tampa, FL 33624
- ~~JAN REYES~~ JULIUS-VINCENT 2238 Camp Indianhead Road, Land O'Lakes, FL 34639
- CHRISTIAN G. VILLAGOMEZA 1119 Dockside Drive, Lutz, FL 33549-6704
- RONALD ALLADO 17632 Meadowbridge Drive, Lutz, FL 33549
- ROSAURO B. BALDERAMA 9682 134th Street N, Seminole, FL 33776

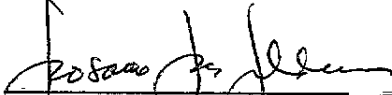
ARTICLE IX - BYLAWS

The power to adopt or amend the Bylaws shall be vested in the Board of Directors.

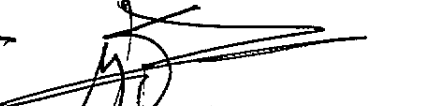
The undersigned has executed these Articles of Incorporation this 4th day of September, 2002, at Auburndale, Florida.


ROGER L. CACULITAN


ISIDRO BALDERAMA, JR.


ROSAURO B. BALDERAMA

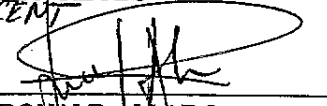

MIGUEL J. LEBRIAS


ROGER MALUBAY


SCOTT POST


JULIUS-VINCENT


CHRISTIAN G. VILLAGOMEZA


RONALD ALLADO


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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida: The name of the corporation is U.S. VENTURES, INC.; the name and address of the registered agent and office are ROGER L. CACULITAN, of 1203 Kinsmen Drive, Auburndale, FL 33823.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating 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: Sept. 4, 2002.



ROGER L. CACULITAN
Registered Agent