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PICK-UP WAIT MAIL

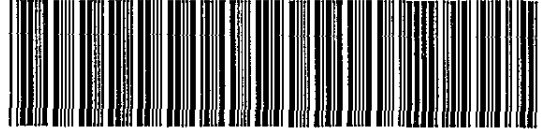
(Business Entity Name)

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HENRY ESTEVA
(1918 - 1998)

December 18, 2002

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: U. O. S. Properties, Inc.
Our File No: U-448-S

Dear Sir:

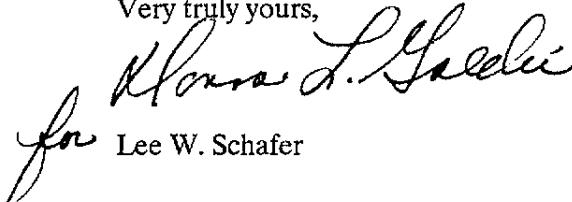
Please find enclosed an original and a copy of the Articles of Incorporation for the above-named corporation along with an original and a copy of the Certificate of Designation, Registered Agent/Registered Office. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	8.75
Total	<u>\$ 78.75</u>

Please file the enclosed Articles of Incorporation and Certificate of Designation, Registered Agent/Registered Office and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


for Lee W. Schafer

LWS\dlg
Enclosures

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ARTICLES OF INCORPORATION

OF

U. O. S. PROPERTIES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is U. O. S. PROPERTIES, INC.
2. **Principal Office or Mailing Address.** The principal office of the corporation is 333 Third Avenue North, St. Petersburg, Florida 33701. The mailing address of the corporation is 333 Third Avenue North, St. Petersburg, Florida 33701.
3. **Existence and Duration.** This corporation shall begin existence on the date of execution and acknowledgment of these Articles of Incorporation and shall have perpetual existence.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The total number of shares of capital stock which the corporation shall have the authority to issue is One Thousand (1,000) shares of Voting Common Stock having no par value.
6. **Initial Registered Office and Agent.** The address of the initial registered office of this corporation is 333 Third Avenue North, St. Petersburg, Florida 33701 and the name of its initial registered agent at said address is HAROLD J. WINNER.
7. **Initial Board of Directors.** This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
HAROLD J. WINNER	333 Third Avenue North St. Petersburg, Florida 33701
JOHN FIGLEWSKI	333 Third Avenue North St. Petersburg, Florida 33701
C. PETER BARDIN	333 Third Avenue North St. Petersburg, Florida 33701

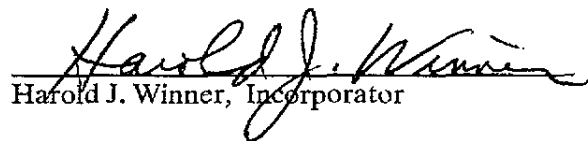
8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
HAROLD J. WINNER	333 Third Avenue North St. Petersburg, Florida 33701

9. **Preemptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his, her, or its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

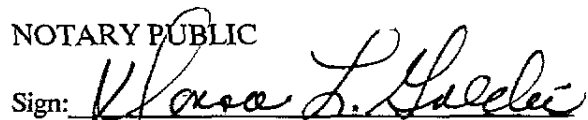
10. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of December, 2002.


Harold J. Winner, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 18TH day of December, 2002, by HAROLD J. WINNER, who is personally known to me, ~~or who has produced his Florida driver's license as identification.~~

NOTARY PUBLIC
Sign: 
Print: DONNA L. GOLDIE
State of Florida at Large (Seal)
My Commission Expires:



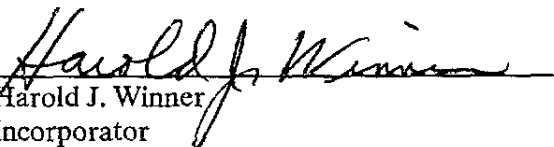
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CERTIFICATE OF DESIGNATION 02 DEC 23 AM 11:36
REGISTERED AGENT/REGISTERED OFFICE

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 agent/registered office in the State of Florida:

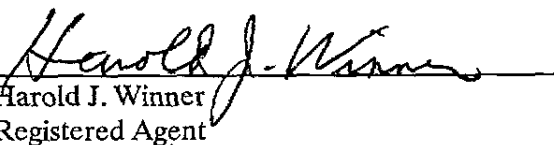
1. The name of the corporation is U. O. S. PROPERTIES, INC.
2. The name and address of the registered agent and office is:

Harold J. Winner
333 Third Avenue North
St. Petersburg, Florida 33701


Harold J. Winner
Incorporator

December 18, 2002

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.


Harold J. Winner
Registered Agent

December 18, 2002