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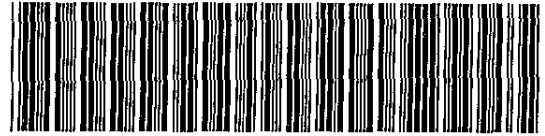
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STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
HENDRY, STONER, DELANCETT & BROWN

PROFESSIONAL ASSOCIATION

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LAURA A. QUIGLEY
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CARL-CHRISTIAN THIER, LL.M.
ADMITTED IN NEW YORK & GERMANY ONLY

MARCOS A. CIGAGNA
ADMITTED IN BRAZIL ONLY

December 4, 2003

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

RE: *USAties, Inc.*

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company. Please have the original Articles filed on the same day you receive them, if possible. I have enclosed our firm's check in the amount of \$78.75.

Please forward the certified copy of the Articles to us by regular mail to our new address at:

**20 N. Orange Avenue, Suite 407
Orlando, Florida 32801**

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,



Robert R. Hendry

RRH/cb
Enclosures

ARTICLES OF INCORPORATION

OF

USATies, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: USATies, Inc. The principal office of the Corporation is 2015 Stone Abbey Boulevard, Suite 3, Orlando, Florida 32825. The mailing address of the Corporation is 2015 Stone Abbey Boulevard, Suite 3, Orlando, Florida 32825.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$0.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2015 Stone Abbey Boulevard, Suite 3, Orlando, Florida 32825 and the name of the initial Registered Agent at that address is Robert Taft.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

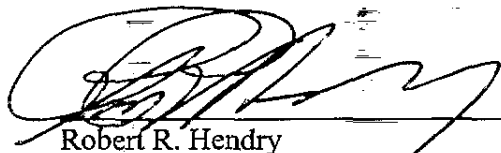
Robert Taft
2015 Stone Abbey Boulevard, Suite 3
Orlando, Florida 32825

Article 7. Incorporators. The name and address of each Incorporator is as follows: Robert R. Hendry, 20 North Orange Avenue, Suite 407, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

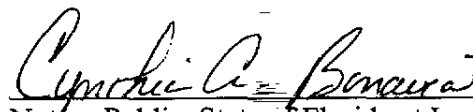
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 21st day of November, 2003.


Robert R. Hendry

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared ROBERT R. HENDRY, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of November, 2003.


Notary Public, State of Florida at Large

Typed Name of Notary Public
Commission No.: _____



Cynthia A Bonavia
My Commission DD118772
Expires April 22, 2006

(NOTARY SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of USATies, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 21st day of November, 2003.



Robert Taft