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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

USA REAL ESTATE CORP

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 19, 2004

EXPRESS CORPORATE FILING SERVICES INC.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
of  
USA REALTY ASSOCIATES INC.

2004 MAY 25 A 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is USA REALTY ASSOCIATES INC.

ARTICLE II. NATURE OF BUSINESS

USA REALTY ASSOCIATES INC. is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.

ARTICLE III. TERM OF EXISTENCE

The duration of USA REALTY ASSOCIATES INC. is perpetual.

ARTICLE IV. CAPITAL STOCK

USA REALTY ASSOCIATES INC. is authorized to issue 100 shares of common stock, par value \$1.00 per share.

ARTICLE V. ADDRESS

The principle address of USA REALTY ASSOCIATES INC. is

21055 Yacht Club Drive  
Unit #3010  
Aventura, FL 33180

and the name of the initial registered agent of this corporation at this address is:

CONSULTING SERVICES OF SOUTH FLORIDA, INC.  
2588 SW 27<sup>th</sup> Ave.  
Miami, FL 33133

ARTICLE VI. INITIAL DIRECTORS AND OFFICERS

USA REALTY ASSOCIATES INC. shall have one (1) director, and the number of directors may be changed as provided in the bylaws, but shall never be less than one. The name and address of the initial director and officers are:

Luis Fernando Peralta  
21055 Yacht Club Drive  
Unit #3010  
Aventura, FL 33180

President/Secretary/Director

Cristina del Rosario Ramirez  
21055 Yacht Club Drive  
Unit #3010  
Aventura, FL 33180

Vice-President

ARTICLE VII. INCORPORATOR

The name and addresses of the incorporator of this corporation is:

Luis Fernando Peralta  
21055 Yacht Club Drive  
Unit #3010  
Aventura, FL 33180

  
Luis Fernando Peralta

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ACCEPTANCE OF APPOINTMENT

2004 MAY 25 A 11:27

OFSECRETARY OF STATE  
TALLAHASSEE, FLORIDAREGISTERED AGENT

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.

1. The name of the corporation is: USA REALTY ASSOCIATES INC.

2. The name and address of the registered agent and office is:

CONSULTING SERVICES OF SOUTH FLORIDA, INC.

2588 SW 27<sup>th</sup> Ave.

Miami, FL 33133

SIGNATURE TITLE President /Director/SecretaryDATE May 14, 2004

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 THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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.

SIGNATURE DATE May 14, 2004