

**Electronic Articles of Incorporation
For**

P04000150953
FILED
November 03, 2004
Sec. Of State
Ipooles

U.S. METRO HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

U.S. METRO HOLDINGS, INC.

Article II

The principal place of business address:

200 SE 1ST STREET
SUITE 500
MIAMI, FL. 33131

The mailing address of the corporation is:

200 SE 1ST STREET
SUITE 500
MIAMI, FL. 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000

Article V

The name and Florida street address of the registered agent is:

ALAN D DAVIDSON
90 ALTON RD
SUITE 2204
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ALAN D DAVIDSON

Article VI

The name and address of the incorporator is:

ALAN D DAVIDSON
90 ALTON RD
SUITE 2204
MIAMI BEACH, FL 33139

Incorporator Signature: ALAN D DAVIDSON