

CAPITAL CONNECTION NO. 127 11/1/04 NO. 350 01/04
PD4000152245

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

FLORIDA PROFIT CORPORATION OR P.A.

USA TRUST COMPANY

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 5, 2004

YOUR CAPITAL CONNECTION, INC.

SUBJECT: USA TRUST COMPANY
REF: W04000040592

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P03000098782.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6855.

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

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

Tammy Hampton
Document Specialist
New Filings Section

FAX And. #: H04000220190
Letter Number: 904A00063517

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ARTICLES OF INCORPORATIONCOUNTY OF ST. JACOB
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Article I - NAME

The name of the corporation shall be:

USA FIDELITY COMPANY

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address is:

7345 Sand Lake RD, suite 228, Orlando, FL. 32819

Article III - PURPOSE

The objective of this company shall be to foster International Trade and Finance between US and foreign nations as well as to help Foreign Traders reach the US market for goods and services. This company will act as a facilitator (Agent) and fiduciary for accounts payable and receivable for National and International Companies and Persons (clients). Besides the previously-mentioned this company will be allowed to do any and all lawful business in accordance to the Florida and US commercial codes.

Article IV - SHARES

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

5,000 (Five thousand shares)

with a \$ 10.00 par value for each share

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

The name and address of the initial Officer and Director for this Corporation is:

Donald A. Sutton - President, Secretary and Director

7345 Sand Lake Rd ste 228
Orlando, FL. 32819

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ARTICLE VI - REGISTERED AGENT

The name and street address of the registered agent is:

Ruben D. Toro
7345 Sand Lake Rd. Ste. 204
Orlando FL 32819

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator is:

Ruben D. Toro
7345 Sand Lake Rd. Ste. 204
Orlando FL 32819

Article VIII - General Provisions

This company adopts the general provisions the bellow:

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833;
- (6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be

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convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(13) To transact any lawful business that will aid governmental policy;

(14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(15) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and

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benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;


(16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Signature / Registered Agent

11/03/2004
Date


Signature / Incorporator

11/03/2004
Date

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