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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOUTH FLORIDA MANAGEMENT, CORP  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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Examiner's Initials

2 **Articles of Incorporation**

3 of

4 *USA-SOUTH FLORIDA MANAGEMENT, CORP.*

5 (a corporation for profit)

6  
7 WE, the undersigned subscribers to these Articles of Incorporation, each  
8 a natural person competent to contract, hereby associate themselves together  
9 in order to form a CORPORATION FOR PROFIT under the provisions of § 607  
10 of the Florida Statutes, with all the powers, rights, privileges, and immunities;  
11 and to that end we do, by these Articles, set forth:

12 **ARTICLE I - NAME, ADDRESS AND AGENT**

13  
14 The name of this corporation shall be:

15 *USA-SOUTH FLORIDA MANAGEMENT, CORP.*

16 (hereinafter referred to as "the corporation"). Its Registered Office shall be  
17 located at 11200 N.W. So. River Drive, MEDLEY, FLORIDA 33178-1137.-  
18 and its Registered Agent shall be Mr. RAUL PEREZ

19  
20 **ARTICLE II - TERM OF EXISTENCE**

21 The corporation's term of existence or duration shall be perpetual.

22  
23 **ARTICLE III - PURPOSES**

24 The general nature of the business, objectives, and purposes to be  
25 transacted and carried on are to do any and all things allowed and permitted to  
26 be done by corporations under the Laws and Constitution of the State of Florida.  
27  
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2 **ARTICLE IV - STOCK**

3  
4 The stock of this Corporation shall be divided into ONE THOUSAND  
5 (1,000.-) shares of stock of a par value of ONE and no/100 Dollars  
6 (\$ 1.00 ) per share, all of one class, namely, Common Stock, and having an  
7 aggregate value of ONE THOUSAND ----- and no/100 Dollars  
8 (\$ 1,000.00). All said stocks shall be payable in cash, property, labor or  
9 services, at a just valuation to be fixed by the Board of Directors; property, labor  
10 or services may be purchased or paid for with the capital stock, at a just  
11 valuation to set by the Board of Directors.

12 **ARTICLE V - CAPITAL**

13  
14 The amount of capital with which this corporation shall begin business  
15 shall be no less than One Thousand ----- and no/100 Dollars (\$ 1,000.00 ).

16  
17 **ARTICLE VI - DIRECTORS**

18  
19 The number of directors of the Corporation shall not be less than one(1)  
20 or more than fifteen(15), or as provided in the Bylaws of this corporation.

21 **ARTICLE VII - BOARD OF DIRECTORS**

22  
23 The names and addresses of the persons who are to serve as Directors  
24 for the ensuing year, or until the first annual meeting of the corporation, are:  
25  
26  
27  
28

2

3 NAME(S)

4 ADDRESSES

5 Mr. RAUL PEREZ..... 11200 N.W. So. River Drive  
6 MEDLEY, FLORIDA 33178-1137.-

7

8

9

10

11 a) Members of the Board of Directors shall be elected and hold office  
12 in accordance with the By-Laws;

13 b) The business affairs of this corporation shall be managed by the  
14 Board of Directors; and

15 c) The Board of Directors shall be shareholders in the Corporation.

16

17

18 ARTICLE VIII - OFFICERS

19 a) This corporation shall have the following officers:

- 20
- 21 1) a President;
- 22 2) a Vice-President;
- 23 3) a Secretary; and
- 24 4) a Treasurer.

25 b) A person may hold two or more offices;

26 c) The Board of Directors shall, by majority vote, elect the persons who  
27 are to serve as officers for the ensuing year in their annual meeting or as  
28 provided in the By-Laws; and

d) The names of the persons who are to serve as officers of this corporation until the first annual meeting of the Board of Directors are as follows:

<u>NAMES</u>	<u>OFFICES</u>
Mr. Raul PEREZ.....	President
Mr. Raul PEREZ.....	Vice-President
Mr. Raul PEREZ.....	Secretary
Mr. Raul PEREZ.....	Treasurer

#### ARTICLE IX - SUBSCRIBERS

The names, addresses, and numbers of shares of Common Stock each of the Subscribers to these Articles agreed are as follows:

<u>NAMES AND ADDRESSES</u>	<u>NUMBER OF SHARES</u>
Mr. Raul PEREZ.....	One Thousand (1,000) Shares

2 **ARTICLE X - BY-LAWS**

3  
4 The Board of Directors of this Corporation may provide such By-Laws for  
5 the conduct of its business and the carrying out of its purpose as they may  
6 deem necessary from time to time.

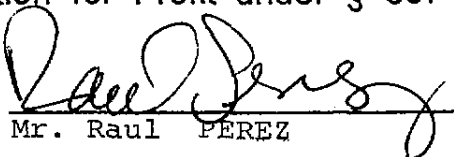
7 Upon proper notice, the By-Laws may be amended, altered, or rescinded  
8 by a two-thirds ( $\frac{2}{3}$ ) vote of those members of the Board of Directors present at  
9 any regular meeting or special meeting call for that purpose.

10  
11 **ARTICLE XI - AMENDMENTS**

12 These Articles of Incorporation may be amended at a special meeting of  
13 the Shareholders called for that purpose, by a two-thirds ( $\frac{2}{3}$ ) vote of the  
14 Shareholders.

15 Further, amendments to these Articles of Incorporation may be made at  
16 a regular meeting of the Shareholders upon notice, as provided by in the By-  
17 Laws, of intention to submit such amendments, and approval by a two-thirds  
18 ( $\frac{2}{3}$ ) vote of the Shareholders.

19 WE, the undersigned subscribing Incorporators, have hereunto set our  
20 hands and seals, this 23th. day of DECEMBER, A.D. 2004, for the  
21 purpose of forming this Corporation for Profit under § 607 of the Florida  
22 Statutes.

23  (L.S.)  
24 Mr. Raul PEREZ  
25  
26  
27  
28

**ACKNOWLEDGEMENT**

STATE OF FLORIDA )  
COUNTY OF DADE )

ss:

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida at Large, duly qualified and commissioned by the Governor and Secretary of State of the aforementioned State, by virtue of the authority granted to me by the Laws and Constitution of the aforementioned State, personally appeared Mr. RAUL PEREZ, -----

to me known to be the persons described in as Subscribers and who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office, this 23th. day of DECEMBER 2004.-----  
in the City of Miami, County of Dade, State of Florida.



J. M. GONZALEZ-PILOTO  
MY COMMISSION # DD 277749  
EXPIRES: December 28, 2007  
Bonded Thru Budget Notary Services

*[Handwritten Signature]*  
Mr. J. M. Gonzalez-Piloto  
Notary Public  
State of Florida  
Commission Number: #DD277749.-

My commission expires: December 28, 2007.-



1 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
2 THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING REGISTERED  
3 OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE  
4 SERVED.

5 In compliance with § 607.034, Florida Statutes, the following is submitted:  
6

7 First -- That USA-SOUTH FLORIDA MANAGEMENT, CORP.  
8  
9 desiring to organize under the Laws of the State of Florida with its principal  
10 office, as indicated in the Articles of Incorporation, in the City of MEDLEY  
11 County of MIAMI-DADE, State of Florida, has named Mr. RAUL PEREZ  
12  
13 in the City of MEDLEY, County of Dade, State of Florida, as its registered  
14 agent to accept services of process within the State of Florida.  
15  
16  
17  
18  
19

20 ACCEPTANCE:

21 Having been named to accept service of process for the above stated  
22 corporation, at the place designated in this certificate, I hereby accept to act in  
23 this capacity, and agree to comply with the provisions of said Act, relative to  
24 keeping open said office.

25  
26 by: 

Mr. Raul PEREZ

27 Registered Agent for

28 USA- SOUTH FLORIDA MANAGEMENT, CORP.  
11200 N.W. So. River Drive  
MEDLEY, FLORIDA 33178-1137

Phone (305) 586-8090

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