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FILED  
MAR 18 PM 3:36  
TALLAHASSEE, FLORIDA

FILED

205 00037

January 10, 2005

Florida Dept. of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL. 32314

Dear Sir or Madam,

Attached are the Articles of Incorporation for U.S. Assets, Inc. to be filed with your office.

Attached is a check for \$ 78,75 to cover the necessary costs.

Please return copies of the recorded documents to the following address:

Jack Sirianni  
339 Eagle Creek Circle  
Lake Mary, FL 32746

Please call us at 407-620-3092 if there are any problems or questions.

Sincerely

Jack Sirianni

NEW CORP COVER LTR.

**ARTICLES OF INCORPORATION OF  
U.S. ASSETS, INC.**

The undersigned subscribers to these articles of incorporation are under no disability and are competent to form this corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is: U.S. ASSETS, INC.

**ARTICLE II. DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III. NATURE OF BUSINESS.**

The general nature of the business to be transacted by this corporation is any and all lawful business for which corporations may be incorporated under the corporation Act of the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

The corporation shall have the authority to issue two million (2,000,000) shares of stock with no stated or par value. There shall initially be one million (1,000,000) shares of class "A" common stock, and one million (1,000,000) shares of class "B" common stock which will vote 5 to 1 to class "A" stock.

**ARTICLE V. INITIAL ADDRESS AND REGISTERED AGENT**

The street address of U.S. ASSETS, INC. is:  
339 Eagle Creek Circle  
Lake Mary, Fl 32746

Or at such other place, within or without the State of Florida as may subsequently designated by the board of directors.

The corporation hereby designated JOHN A. SIRIANNI as its initial registered agent at said address. I hereby state I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
John A. Sirianni

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

#### ARTICLE IV. DIRECTORS AND OFFICERS

The corporation's initial board of directors shall consist of one or more directors, who shall be directly responsible to the stockholders until a new board of directors is selected. There shall be only one director initially. The name and address of the initial director and officer is:

John A. Sirianni, President Treasurer, Director  
339 Eagle Creek Circle  
Lake Mary, FL 32746

#### ARTICLE VII. STOCKHOLDERS

The initial stockholder shall be:  
Cluster Branch Partners, LTD (CBP)  
339 Eagle Creek Circle  
Lake Mary, Florida 32746  
Cluster Branch partners, LTD shall be issued 500,000 shares of class "B" stock. CPB may also name another officer and directors for the corporation.

#### ARTICLE VIII. INCORPORATOR

The incorporator of U.S. ASSETS, INC. is:  
John A. Sirianni  
339 Eagle Creek Circle  
Lake Mary, Fl 32746

#### ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend or appeal any provisions contained in these articles of incorporation or any amendment to them, by majority vote of the stockholders, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify each and every officer and director, including former officers and directors, to the fullest extent permitted by law, against any and all expenses and liabilities, claims or levies, including the payment of all costs of legal fees and legal expenses incurred or imposed upon the Directors or officers of the Corporation in connection to any proceeding, action, or payment of any settlement of any kind related to being an officer or director of the Corporation. All retainers, costs and fees shall be immediately paid for the officer or director by the Corporation from the Corporation's funds and additionally guaranteed by the Corporation. The officer or director shall have no obligation or responsibility to repay or reimburse the Corporation in any manner, nor shall salary, fees or any compensation or benefits due to the officer or director be

withheld or offset in any manner. The foregoing rights shall be in addition to and not exclusive of all and any other rights to which such officer or director may be entitled.

#### ARTICLE XI. RIGHTS OF INITIAL DIRECTOR

The initial director shall have the right to be a director and officer of the Corporation so long as the director is a shareholder, or represents any shareholder as the general partner, member, beneficiary, or manager of any entity. By acquiring stock in this corporation, each shareholder agree to abide by this right and to elect the initial director and officer as long as that director is a shareholder or represents a shareholder in any capacity. This Article cannot be amended in any way without the express written consent of the initial Director.

#### ARTICLE XII. BYLAWS

Then 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 the majority vote, relative to their respective voting powers, of the shareholders.

#### ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Sections 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these articles of incorporation.

WITNESS MY HAND AND SEAL THIS 14 DAY OF JANUARY, 2005

JOHN A. SIRIANNI

STATE OF KENTUCKY, COUNTY OF MEADE

I hereby certify that on this day, before me, an officer duly authorized in the State and county aforesaid, to take acknowledgements, personally appeared John A. Sirianni, to me to be known to be the person that executed the foregoing said instrument, and acknowledged before me that he executed said instrument for the purposes therein expressed

Witness my hand and seal this 14 day of JANUARY, 2005.

Notary Public

Commission Expires 6/16/2007

05 MAR 18 PM 3:36  
NOTARY PUBLIC  
STATE OF FLORIDA