

**Electronic Articles of Incorporation
For**

P07000132703
FILED
December 18, 2007
Sec. Of State
tburch

U. S. PRIVATE OFFERING, 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. PRIVATE OFFERING, INC.

Article II

The principal place of business address:

6201 FAIRVIEW ROAD
SUITE 200
CHARLOTTE, NC. US 28210

The mailing address of the corporation is:

6201 FAIRVIEW ROAD
SUITE 200
CHARLOTTE, NC. US 28210

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:

1,000,000

Article V

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

USA-RA, LLC
841 PRUDENTIAL DRIVE
FLOOR 12-6491007
JACKSONVILLE, FL. 32207

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

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Registered Agent Signature: KYLE LAVENDER

Article VI

The name and address of the incorporator is:

CHARLES BARKLEY
6201 FAIRVIEW ROAD
SUITE 200
CHARLOTTE, NC 28210

Incorporator Signature: CHARLES BARKLEY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
CHARLES W BARKLEY
6201 FAIRVIEW ROAD, SUITE 200
CHARLOTTE, NC. 28210 US