

**Electronic Articles of Incorporation
For**

P08000038047
FILED
April 15, 2008
Sec. Of State
sprather

USA INVEST, 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:

USA INVEST, INC.

Article II

The principal place of business address:

MARTENSEN WRIGHT, LLP
112 J STREET, 2ND FLOOR
SACRAMENTO, CA. US 95814

The mailing address of the corporation is:

MARTENSEN WRIGHT, LLP
112 J STREET, 2ND FLOOR
SACRAMENTO, CA. US 95814

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:

1000

Article V

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

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL. 33324

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

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Registered Agent Signature: EMILY FREEMAN

Article VI

The name and address of the incorporator is:

EDWARD J. WRIGHT, JR.
MARTENSEN WRIGHT, LLP
112 J STREET, 2ND FLOOR
SACRAMENTO, CA 95814

Incorporator Signature: EDWARD J. WRIGHT, JR.

Article VII

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

Title: CS
EDWARD J WRIGHT JR.
112 J STREET, 2ND FLOOR
SACRAMENTO, CA. 95814 US

Article VIII

The effective date for this corporation shall be:

04/14/2008