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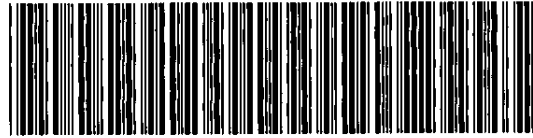
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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B. KOHR

DEC 23 2009

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

US FINANCIAL HOLDINGS PARTNERS,

LLC INTO INC.

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____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
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____ Driving Record _____
____ UCC 1 or 3 File _____
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____ Courier _____

Signature _____

Requested by: SETH

12/23/09 11:00

Name

Date

Time

Walk-In _____

Will Pick Up _____

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

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This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

US Financial Holdings Partners, LLC

Enter Name of Other Business Entity

LC09000610696

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on February 2, 2009
Enter date "Other Business Entity" was first organized, formed or incorporated

2/2/09

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

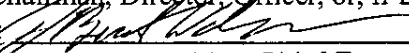
US Financial Assets, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

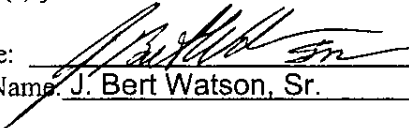
Signed this 22nd day of December, 20 09.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: 

Printed Name: J. Bert Watson, Sr. Title: Chief Executive Officer & Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 
Printed Name: J. Bert Watson, Sr. Title: Manager and Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

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ARTICLES OF INCORPORATION
OF
US FINANCIAL ASSETS, INC.

ARTICLE I
Name and Duration

The name of the Corporation is US Financial Assets, Inc. The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of the date that the Certificate of Conversion and these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 1637 Racetrack Road, Suite 116, St. Johns, Florida 32259.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224. The name of the registered agent at such address is Reznicek, Fraser, Hastings, White & Shaffer, P.A.

ARTICLE IV
Corporate Purposes, Powers and Rights

A. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.

B. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

A. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is:

1. Five million (5,000,000) shares of voting Class A common stock ("Class A Common Stock"), no par value per share;

2. Two million (2,000,000) shares of voting Class B common stock ("Class B Common Stock"), no par value per share;

3. Fifty million (50,000,000) shares of voting Class C common stock ("Class C Common Stock"), no par value per share; and

B. Class A Common Stock.

1. Designation and Rank. A total of five million (5,000,000) shares of the Corporation's common stock shall be designated "Class A Common Stock," no par value per share. Except for any of the special rights of the Class A Common Stock, Class B Common Stock or the Class C Common Stock set forth in this Article V, the Class A Common Stock shall rank on a parity with the Class B Common Stock and the Class C Common Stock and any other class of capital stock or series of common stock issued by the Corporation, the terms of which expressly provide that such class or series will rank on a parity with the shares of Class A Common Stock, as to payment of dividends, whether or not the dividend rates or dividend payment dates per share, if any, be different from those of the Class A Common Stock, or if the holders of such class or series shall be entitled to the receipt of dividends of the Corporation in proportion to their respective dividend rates, without preference or priority between the holders of such stock and the holders of shares of Class A Common Stock.

2. Dividends. The holders of record of shares of the Class A Common Stock shall be entitled to receive a dividend, when and as declared by the Board of Directors, without preference to any dividend on the Corporation's Class B Common Stock or the Corporation's Class C Common Stock, at a rate per share equal to the per share dividend declared on the Class C Common Stock after taking into consideration all amounts distributed to the holders of the Class B Common Stock pursuant to Article V.C.2, with such funds being noncumulative dividends.

3. Voting Power. Except as otherwise expressly provided in this Article V.B.3., Article XI hereof or as otherwise required by law, each holder of Class A Common Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the number of whole shares of Class A Common Stock, at the record date for the determination of stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. Except as otherwise provided in this Article V.B.3., Article XI hereof or as otherwise required by law, the holders of shares of Class A Common Stock, Class B Common Stock and Class C Common Stock shall vote together as a single class on all matters. Notwithstanding anything else contained in these Articles of Incorporation to the contrary and upon the issuance of the Class C Common Stock, (i) the owners of the Class A Common Stock shall have the right to designate up to five (5) members of the Board of Directors of the Corporation at any time the owners of the Class A Common Stock may elect; (ii) the owners of the Class B Common Stock shall have the right to designate up to two (2) members of the Board of Directors of the Corporation at any time the owners of the Class B Common Stock may elect; and (iii) the owners of

the Class C Common Stock shall have the right to designate two (2) members of the Board of Directors of the Corporation at any time the owners of the Class C Common Stock may elect.

4. Conversion Rights.

a. Optional Conversion Rights. Subject to and upon compliance with the provisions of this Article V.B.4., the holder of any shares of Class A Common Stock may at such holder's option at any time convert any such shares into that number of shares of Class C Common Stock equal to the Class A Conversion Ratio. Upon conversion, the issuance of shares of Class C Common Stock shall satisfy all dividend obligations, if any, with respect to the shares so converted.

i. Exercise of Conversion Privilege. To exercise its conversion privilege, a holder shall surrender to the Corporation at its principal office, the certificate or certificates representing the shares being converted and shall give written notice to the Corporation that the holder elects to convert such shares. Each such notice will also state: the name(s) and address(es) in which the holder wishes the certificate(s) of Class C Common Stock issuable upon conversion and the number of shares to be converted. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form and substance satisfactory to the Corporation, executed by the registered holder or his or her attorney duly authorized in writing. The date on which the Corporation has received the notice, the certificates to be surrendered and any requested instruments of transfer shall be the "Class A Conversion Date". The Corporation shall, as soon as practicable after the Class A Conversion Date, issue and deliver to the holder converting his or her shares, or such other persons designated by the holder, a certificate or certificates for the number of shares of Class C Common Stock to which the holder shall be entitled.

ii. Class A Conversion Ratio. For purposes hereof, the Class A Conversion Ratio shall mean the greater of (i) one (1) share of Class A Common Stock in exchange for one (1) share of Class C Common Stock or (ii) the issued and outstanding Class C Shares at the time of conversion shall be divided by 85% and subtracted from such amount shall be the issued and outstanding Class C Shares at the time of such conversion. In no event shall the Class A Common Stock convert into an amount of shares of Class C Common Stock that is less than at least fifteen percent (15%) of all the issued and outstanding Common Stock of the Corporation on a fully diluted basis.

b. Automatic Conversion into Class C Common Stock upon Qualified Public Offering. Immediately prior to the closing of a Qualified Public Offering,

all outstanding shares of Class A Common Stock shall convert automatically into such number of shares of Class C Common Stock as would be obtained in an optional conversion into Class C Common Stock under Article V.B.4.a. Upon the closing of a Qualified Public Offering, the holders shall surrender the certificates representing such shares at the office of the Corporation or its transfer agent for the Class C Common Stock. Thereupon, the Corporation shall issue and deliver to each such holder a certificate or certificates for the number of shares of Class C Common Stock into which the shares of Class A Common Stock were convertible on the date of closing of the Qualified Public Offering, or shall provide for the book-entry registration of such shares of Class C Common Stock. The Corporation shall provide notice to each holder by registered mail, mailed not less than 45 days prior to the date the registration statement is expected to be filed with the Securities and Exchange Commission ("SEC"), at such holder's address as the same appears on the stock register of the Corporation. Each such notice will state the approximate date on which the Corporation expects the registration statement will be filed with the SEC and shall notify the holder of automatic conversion pursuant to this Article V.B.4.b.

c. Adjustments to Class A Conversion Ratio. The Class A Conversion Ratio shall be subject to adjustment from time to time, calculated to the nearest cent, as follows:

i. Adjustments to Class A Conversion Ratio for Extraordinary Common Stock Events. Upon the happening of an Extraordinary Common Stock Event, the Class A Conversion Price shall, simultaneously upon the effectiveness of the Extraordinary Common Stock Event, be adjusted by multiplying the Class A Conversion Ratio by a fraction, the numerator of which shall be the number of shares of Class C Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Class C Common Stock outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be multiplied by the Class A Conversion Ratio. The Class A Conversion Ratio, as so adjusted, shall be readjusted, in the same manner upon the happening of any successive Extraordinary Common Stock Events.

ii. Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time makes or issues a dividend or other distribution payable to holders of Class C Common Stock in securities of the Corporation other than shares of Class C Common Stock, then at the time a holder converts its shares of Class A Common Stock into Class C Common Stock, the holder shall receive the amount of securities of the Corporation that it would have received if it had converted its shares into Class C Common Stock immediately prior to the date of such event. Securities issuable upon conversion pursuant to

this Article V.B.4.c.ii. shall be in addition to the number of shares of Class C Common Stock issuable upon conversion pursuant to Article V.B.4.a. and Article V.B.4.b. hereof.

iii. Adjustments upon Capital Reorganizations, Reclassifications, Consolidations, Mergers and Sales of Assets. If (i) the Class C Common Stock issuable upon conversion of shares of Class A Common Stock shall be changed into the same or a different number of shares of any other class or classes of capital stock, whether by capital reorganization, recapitalization, reclassification or otherwise or (ii) the Corporation merges or consolidates with or into another entity or entities or (iii) the Corporation sells all or substantially all of its assets, then each share of Class A Common Stock shall thereafter be convertible under Article V.B.4.a. and Article V.B.4.b. into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, consolidation, merger or sale which a holder would have received upon the date of such event if he or she had converted shares of Class A Common Stock immediately prior to such event, subject to further adjustment under this Article V.B.4.

iv. Notice of Adjustments. In each case of an adjustment to the Class A Conversion Ratio or other terms of conversion, the Corporation at its expense will furnish each holder with a certificate describing such adjustment and the events prompting the adjustment.

d. Liquidation of the Corporation. In the event of any Liquidation Event, the conversion rights in this Article V.B.4. shall terminate at the close of business on the first full day preceding the date fixed for the payment of any amounts distributable on liquidation to the holder of shares of the Class A Common Stock.

e. No Fractional Shares. No fractional shares shall be issued upon conversion of shares of Class A Common Stock into Class C Common Stock and the number of shares of Class C Common Stock shall be rounded to the nearest whole share.

f. Effect of Conversion. Upon conversion of shares of Class A Common Stock pursuant to this Article V.B.4., such converted shares of Class A Common Stock will no longer be deemed to be outstanding and no longer have any voting rights, the right to receive dividends, any redemption rights or any other rights (except only the right of the holder to receive shares of Class C Common Stock upon conversion).

g. Reservation of Class C Common Stock. The Corporation will reserve out of its authorized but unissued Class C Common Stock, solely for the purpose of effecting the conversion of shares of Class A Common Stock,

sufficient shares of Class C Common Stock to provide for the conversion of all such shares outstanding from time to time. If at any time the number of authorized but unissued shares of Class C Common Stock shall not be sufficient to effect the conversion of all outstanding shares of Class A Common Stock, the Corporation shall take such action as may be necessary to increase its authorized but unissued shares of Class C Common Stock to such number of shares as shall be sufficient for such purpose. All shares of Class C Common Stock issued upon conversion of shares of Class A Common Stock will be fully paid and nonassessable. The Corporation will pay any documentary, stamp or similar issue or transfer tax due on the issue of shares of Class C Common Stock upon the conversion, except that the holder of the converted shares will pay any such tax which is due because the shares of Class C Common Stock are issued in a name other than such holder's name.

C. Class B Common Stock.

1. Designation and Rank. A total of two million (2,000,000) shares of the Corporation's common stock shall be designated "Class B Common Stock," no par value per share. Except for any of the special rights of the Class A Common Stock, Class B Common Stock or the Class C Common Stock set forth in this Article V, the Class B Common Stock shall rank on a parity with the Class A Common Stock and the Class C Common Stock and any other class of capital stock or series of common stock issued by the Corporation, the terms of which expressly provide that such class or series will rank on a parity with the shares of Class B Common Stock, as to payment of dividends, whether or not the dividend rates or dividend payment dates per share, if any, be different from those of the Class B Common Stock, or if the holders of such class or series shall be entitled to the receipt of dividends of the Corporation in proportion to their respective dividend rates, without preference or priority between the holders of such stock and the holders of shares of Class B Common Stock.

2. Dividends. For so long as there is Class B Common Stock issued and outstanding, the holders of record of shares of the Class B Common Stock shall be entitled to receive a dividend, when and as declared by the Board of Directors, without preference to any dividend on the Corporation's Class A Common Stock and Class C Common Stock, in an amount equal to Nine and 2/10^{ths} percent (9.2%) of all funds legally available therefore, with such dividends being noncumulative dividends.

3. Voting Power. Except as otherwise expressly provided in Article V.B.3., Article XI hereof or as otherwise required by law, each holder of Class B Common Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the number of whole shares of Class B Common Stock, at the record date for the determination of stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. Except as otherwise provided in Article V.B.3., Article XI hereof or as otherwise required by law, the holders of shares of Class A Common Stock, Class B Common Stock and Class C Common Stock shall vote together as a single class on all

matters. Notwithstanding anything else contained in these Articles of Incorporation to the contrary and upon the issuance of the Class C Common Stock, (i) the owners of the Class B Common Stock shall have the right to designate up to two (2) members of the Board of Directors of the Corporation at any time the owners of the Class B Common Stock may elect; (ii) the owners of the Class A Common Stock shall have the right to designate up to five (5) members of the Board of Directors of the Corporation at any time the owners of the Class A Common Stock may elect; and (iii) the owners of the Class C Common Stock shall have the right to designate two (2) members of the Board of Directors of the Corporation at any time the owners of the Class C Common Stock may elect.

4. Mandatory Conversion. Subject to and in compliance with the provisions of this Article V.C.4., the holder of any shares of Class B Common Stock shall be required to convert any such shares into that number of shares of Class C Common Stock equal to the Class B Conversion Ratio when the Corporation raises a total of \$50,000,000 in the aggregate ("Mandatory Conversion Event"). As of the date of filing of these Articles of Incorporation, the Corporation has raised \$922,000. Upon conversion, the issuance of shares of Class C Common Stock shall satisfy all dividend obligations, if any, with respect to the shares so converted.

a. Automatic Conversion upon Mandatory Conversion Event. Immediately after the closing of the Mandatory Conversion Event (the "Class B Conversion Date"), all outstanding shares of Class B Common Stock shall convert automatically into such number of shares of Class C Common Stock equal to the Class B Conversion Ratio. Upon receiving notice from the Corporation of the closing of the Mandatory Conversion Event, the holders shall surrender the certificates representing such shares at the office of the Corporation or its transfer agent for the Class C Common Stock. Thereupon the Corporation shall issue and deliver to each such holder a certificate or certificates for the number of shares of Class C Common Stock into which the shares of Class B Common Stock were convertible on the date of closing of the Mandatory Conversion Event, or shall provide for the book-entry registration of such shares of Class C Common Stock. Upon conversion, the issuance of shares of Class C Common Stock shall satisfy all dividend obligations, if any, with respect to the shares so converted.

b. Class B Conversion Ratio. For purposes hereof, the Class B Conversion Ratio shall mean the issued and outstanding Class C Shares at the point in time that Corporation raises \$50,000,000 divided by 90.8% and subtracted from this amount the issued and outstanding Class C Shares at the point in time that Corporation raises \$50,000,000.

c. Adjustments to Class B Conversion Ratio. The Class B Conversion Ratio shall be subject to adjustment from time to time, calculated to the nearest cent, as follows:

i. Adjustments to Class B Conversion Ratio for Extraordinary Common Stock Events. Upon the happening of an Extraordinary Common Stock Event, the Class B Conversion Ratio shall, simultaneously upon the effectiveness of the Extraordinary Common Stock Event, be adjusted by multiplying the Class B Conversion Price by a fraction, the numerator of which shall be the number of shares of Class B Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Class B Common Stock outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be multiplied by the Class B Conversion Ratio. The Class B Conversion Ratio, as so adjusted, shall be readjusted, in the same manner upon the happening of any successive Extraordinary Common Stock Events.

ii. Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time makes or issues a dividend or other distribution payable to holders of Class C Common Stock in securities of the Corporation other than shares of Class C Common Stock, then at the time a holder converts its shares of Class B Common Stock into Class C Common Stock, the holder shall receive the amount of securities of the Corporation that it would have received if it had converted its shares into Class C Common Stock immediately prior to the date of such event. Securities issuable upon conversion pursuant to this Article V.C.4.c.ii. shall be in addition to the number of shares of Class C Common Stock issuable upon conversion pursuant to Article V.C.4.a. and Article V.C.4.b. hereof.

iii. Adjustments upon Capital Reorganizations, Reclassifications, Consolidations, Mergers and Sales of Assets. If (i) the Class C Common Stock issuable upon conversion of shares of Class B Common Stock shall be changed into the same or a different number of shares of any other class or classes of capital stock, whether by capital reorganization, recapitalization, reclassification or otherwise or (ii) the Corporation merges or consolidates with or into another entity or entities or (iii) the Corporation sells all or substantially all of its assets, then each share of Class B Common Stock shall thereafter be convertible under Article V.C.4.a. and Article V.C.4.b. into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, consolidation, merger or sale which a holder would have received upon the date of such event if he or she had converted shares of Class B Common Stock immediately prior to such event, subject to further adjustment under this Article V.C.4.

iv. Notice of Adjustments. In each case of an adjustment to the Class B Conversion Ratio or other terms of conversion, the

Corporation at its expense will furnish each holder with a certificate describing such adjustment and the events prompting the adjustment.

d. Liquidation of the Corporation. In the event of any Liquidation Event, the conversion rights in this Article V.C.4. shall terminate at the close of business on the first full day preceding the date fixed for the payment of any amounts distributable on liquidation to the holder of shares of the Class B Common Stock.

e. No Fractional Shares. No fractional shares shall be issued upon conversion of shares of Class B Common Stock into Class C Common Stock and the number of shares of Class C Common Stock shall be rounded to the nearest whole share.

f. Effect of Conversion. Upon conversion of shares of Class B Common Stock pursuant to this Article V.C.4., such converted shares of Class B Common Stock will no longer be deemed to be outstanding and no longer have any voting rights, the right to receive dividends, any redemption rights or any other rights (except only the right of the holder to receive shares of Class C Common Stock upon conversion).

g. Reservation of Class C Common Stock. The Corporation will reserve out of its authorized but unissued Class C Common Stock, solely for the purpose of effecting the conversion of shares of Class B Common Stock, sufficient shares of Class C Common Stock to provide for the conversion of all such shares outstanding from time to time. If at any time the number of authorized but unissued shares of Class C Common Stock shall not be sufficient to effect the conversion of all outstanding shares of Class B Common Stock, the Corporation shall take such action as may be necessary to increase its authorized but unissued shares of Class C Common Stock to such number of shares as shall be sufficient for such purpose. All shares of Class C Common Stock issued upon conversion of shares of Class B Common Stock will be fully paid and nonassessable. The Corporation will pay any documentary, stamp or similar issue or transfer tax due on the issue of shares of Class C Common Stock upon the conversion, except that the holder of the converted shares will pay any such tax which is due because the shares of Class C Common Stock are issued in a name other than such holder's name.

D. Class C Common Stock.

1. Designation and Rank. A total of fifty million (50,000,000) shares of the Corporation's common stock shall be designated "Class C Common Stock," no par value per share. Except for any of the special rights of the Class A Common Stock, Class B Common Stock or the Class C Common Stock set forth in this Article V, the Class C Common Stock shall rank on a parity with the Class A Common Stock and the Class B Common Stock and any other class of capital stock or series of common stock issued by

the Corporation, the terms of which expressly provide that such class or series will rank on a parity with the shares of Class C Common Stock, as to payment of dividends, whether or not the dividend rates or dividend payment dates per share, if any, be different from those of the Class C Common Stock, or if the holders of such class or series shall be entitled to the receipt of dividends of the Corporation in proportion to their respective dividend rates, without preference or priority between the holders of such stock and the holders of shares of Class C Common Stock.

2. Dividends. The holders of record of shares of the Class C Common Stock shall be entitled to receive a dividend, when and as declared by the Board of Directors, without preference to any dividend on the Corporation's Class A Common Stock or the Corporation's Class B Common Stock, at a rate per share equal to the per share dividend declared on the Class A Common Stock after taking into consideration all amounts distributed to the holders of the Class B Common Stock pursuant to Article V.C.2, with such funds being noncumulative dividends.

3. Voting Power. Except as otherwise expressly provided in Article V.B.3., Article XI hereof or as otherwise required by law, each holder of Class C Common Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the number of whole shares of Class C Common Stock, at the record date for the determination of stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. Except as otherwise provided in Article V.B.3., Article XI hereof or as otherwise required by law, the holders of shares of Class A Common Stock, Class B Common Stock and Class C Common Stock shall vote together as a single class on all matters. Notwithstanding anything else contained in these Articles of Incorporation to the contrary and upon the issuance of the Class C Common Stock, (i) the owners of the Class C Common Stock shall have the right to designate two (2) members of the Board of Directors of the Corporation at any time the owners of the Class C Common Stock may elect; (ii) the owners of the Class A Common Stock shall have the right to designate up to five (5) members of the Board of Directors of the Corporation at any time the owners of the Class A Common Stock may elect; and (iii) the owners of the Class B Common Stock shall have the right to designate up to two (2) members of the Board of Directors of the Corporation at any time the owners of the Class B Common Stock may elect.

4. No Conversion Rights. The Class C Common Stock shall have no conversion rights.

E. Definitions.

1. "Class A Common Stock" shall mean the voting Class A Common Stock, no par value per share.

2. "Class B Common Stock" shall mean the voting Class B Common Stock, no par value per share.

3. "Class C Common Stock" shall mean the voting Class C common stock, no par value per share.

4. "Class A Conversion Ratio" shall have the meaning ascribed to it in Article V.B.4.a.ii.

5. "Class B Conversion Ratio" shall have the meaning ascribed to it in Article V.C.4.b.

6. "Disposition" means (i) the sale of all or substantially all of the Corporation's operating assets; (ii) any transaction or series of transactions involving a consolidation of or merger or reorganization by the Corporation with or into any other entity (other than a transaction or series of transactions in which the holders of a majority of the outstanding equity securities of the Corporation immediately prior to such transaction or series of transactions own a majority of the outstanding equity securities of the surviving corporation after such transaction or series of transactions); or (iii) the sale or other disposition of voting control of the Corporation, whether such sale occurs through the Corporation's issuance of shares of equity securities in a single transaction or upon the sale by an equity holder or group of equity holders in any one transaction or group of integrated transactions (other than a transaction or series of transactions in which the holders of a majority of the outstanding equity securities of the Corporation immediately prior to such transaction or series of transactions own a majority of the outstanding equity securities of the surviving corporation after such transaction or series of transactions).

7. "Extraordinary Common Stock Event" shall mean (i) the issuance of additional shares of Class C Common Stock as a dividend or other distribution on outstanding shares of Class C Common Stock, (ii) a subdivision of outstanding shares of Class C Common Stock into a greater number of shares of Class C Common Stock or (iii) a combination or reverse stock split of outstanding shares of Class C Common Stock into a smaller number of shares of Class C Common Stock.

8. "Liquidation Event" means any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, including, without limitation, a Disposition.

9. "Qualified Public Offering" shall mean that the Corporation receives an effective date for a registration statement (other than any registration statement on Form S-4, Form S-8, or any successor form or other form not permitting registration of securities offered by selling security holders) under the Securities Act of 1933, as amended, covering the offer and sale by the Corporation of Class C Common Stock which results in the Class C Common Stock being traded on a national securities exchange, on a Nasdaq market system or on a comparable system.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
John Bert Watson, Sr.	1637 Racetrack Road, Suite 116 St. Johns, Florida 32259

ARTICLE VII
Board of Directors

1. Until such time when the Class C Common Stock shall be issued, the number of members of the Board of Directors shall be five (5) directors. Such directors shall be designated by the owners of the Class A Common Stock. The number of directors may be increased or decreased from time to time as provided in these Articles of Incorporation; provided, however, there shall never be less than one; further provided that the Board of Directors shall be expanded to nine (9) directors upon the issuance of the Class C Common Stock. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the shareholders eligible to elect such director, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of the shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
John Bert Watson, Sr.	1637 Racetrack Road, Suite 116 St. Johns, Florida 32259
Cynthia J. Delaparte	1637 Racetrack Road, Suite 116 St. Johns, Florida 32259
Walter Williams	1637 Racetrack Road, Suite 116 St. Johns, Florida 32259
Bert Watson, Jr.	1637 Racetrack Road, Suite 116 St. Johns, Florida 32259
Bobby Walton	1637 Racetrack Road, Suite 116 St. Johns, Florida 32259

ARTICLE VIII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
Bylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI
Special Voting Rights

The consent of holders of seventy-five percent (75%) or more of the outstanding stock shall be required (which consent shall also include the consent of holders of seventy-five percent (75%) of the Class A Shareholders): (i) to sell, transfer, exchange, dispose of, or abandon, in any single transaction or series of transactions, substantially all of the properties or assets of the Corporation; (ii) to merge the Corporation with or into, or consolidate the Corporation with, any other limited liability company, or any corporation, partnership, or other entity; (iii) to do any act in contravention of these Articles of Incorporation; (iv) to do any act which would make it impossible to carry on the ordinary business of the Corporation; (v) to enter into or modify any agreement (whether oral or written) between the Corporation and any shareholder; or (vi) to possess Corporation property or assign rights in Corporation property for other than a Corporation purpose. Notwithstanding anything else contained in these Article of Incorporation or otherwise, the consent of holders of seventy-five percent (75%) or more of the outstanding Class A Common Stock (which shall be the only voting class required to approve any of the following items) shall be required (i) to enter into any contract requiring expenditures by the Corporation in excess of Twenty-Five Thousand and No/100 Dollars (\$25,000.00) in any single or series of related transactions; (ii) to sell additional shares of stock; (iii) to increase or decrease

the number of members on the Board of Directors; (iv) to make distributions; or (v) to confess a judgment against the Corporation; provided that the number of members of the Board of Directors may not be reduced below the number of directors which the holders of the Class A Common Stock are entitled to designate pursuant to these Articles of Incorporation.

ARTICLE XII
Pre-emptive Rights

The Corporation shall not issue any shares of stock or enter into any agreement in respect of such issuance, other than if the issuance is in connection with (i) shares of stock issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates; (ii) shares of stock issued to satisfy conversion or option rights created under these Articles of Incorporation or to provide compensation to directors, officers, agents or employees of the Corporation or its subsidiaries or affiliates; (iii) a transaction pursuant to which the Corporation offers each of the shareholders the right to participate proportionately according to its Pro Rata Share (as hereinafter defined) as of the date of such proposed issuance and on the same terms and conditions; (iv) a transaction pursuant to which the Corporation issues shares of stock in exchange for the acquisition of the stock or other equity or assets of a business; (v) a reorganization of the Corporation's equity through either a dividend or split of stock or (vi) a merger. Any right granted pursuant to clause (iii) of the preceding sentence shall be exercisable by written notice to the Corporation given within twenty (20) days after receipt by each shareholder of written notice of such proposed issuance. If a shareholder shall fail to respond to the Corporation within the 20-day notice period, such failure shall be deemed to be a rejection of its right to participate in the purchase of the securities to be issued. "Pro Rata Share" shall mean, as to each shareholder, the ratio of the number of shares of stock then held by such shareholder to the total number of shares then held by all shareholders.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at St. Johns County, St. Johns, Florida this 22nd day of December, 2009.

INCORPORATOR

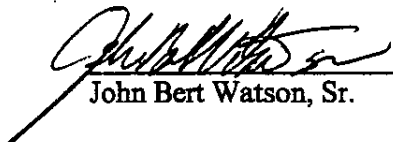
By: 
John Bert Watson, Sr.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That US Financial Assets, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicted in the Articles of Incorporation at the City of St. Johns, County of St. Johns, State of Florida, has named Corporation Service Company, located at said registered office, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224.

Dated: December 22, 2009



John Bert Watson, Sr.

ACKNOWLEDGEMENT:

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, and further state that I am familiar with §607.0501, Florida Statutes.

Dated this 22nd day of December, 2009.

Reznicek, Fraser, Hastings, White & Shaffer,
P.A.

By: 
Robert G. Shaffer, II
Its: VICE PRESIDENT

**ACTION OF MANAGERS BY
WRITTEN CONSENT
OF
US FINANCIAL ASSETS, LLC

CONSENT TO USE NAME**

The undersigned, being all the Managers of US Financial Assets, LLC, a Florida limited liability company (the "Company"), do hereby affirmatively vote for, consent to, adopt, and approve the following resolution by this instrument in lieu of holding a meeting as permitted by §608.4231, Florida Statutes:

WHEREAS, the Company was formerly the majority owner of US Financial Holdings Partners, LLC ("USFHP"); and

WHEREAS, USFHP desires to convert to a corporation by changing its name to US Financial Assets, Inc. and has requested permission from the Company for use of such similar name; and

WHEREAS, the Company has no objection to the use of a similar name by USFHP,

BE IT THEREFORE,

RESOLVED, that USFHP is hereby granted permission to use the name US Financial Assets, Inc.

This Consent shall be effective as of the 4th day of December, 2009.

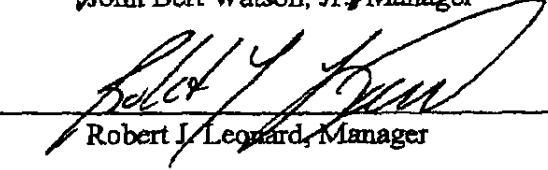
Members:



J. Bert Watson, Sr., Manager



John Bert Watson, Jr., Manager



Robert J. Leonard, Manager