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**FLORIDA PROFIT/NON PROFIT CORPORATION
USA REALTY & INVESTMENTS, INC.**

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July 20, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAZARUS

SUBJECT: USA REALTY & INVESTMENTS, INC.
REF: W11000038087

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In Article III you are referencing the company shall have the powers granted to a limited liability company, this is a corporation that you are filing. Please remove this wording from your filing.

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Ruby Dunlap
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

USA REALTY & INVESTMENTS, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: USA REALTY & INVESTMENTS, INC., a Florida corporation.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which the Company is organized is to conduct lawful business within the State of Florida and elsewhere.

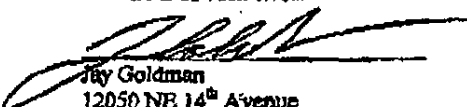
ARTICLE IV

The initial capital of this corporation shall be (\$1,000.00) One Thousand Dollars.

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 1,000 shares of common stock, having a par value of one dollar (\$1.00) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.


Jay Goldman
12050 NE 14th Avenue
Suite#12
Miami, FL 33141

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ARTICLE VI

The street address of the principal office of the corporation shall be: 12050 NE 14th Avenue, Suite#12, Miami, FL 33141.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be one but no more than five, and the names and addresses of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify is:

Jay Goldman
12050 NE 14th Avenue
Suite#12
Miami, FL 33141

ARTICLE VIII

The name and address of the first officer of this corporation is as follows:

Jay Goldman
12050 NE 14th Avenue
Suite#12
Miami, FL 33141

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The names and address of the initial incorporator is as follows:

Jay Goldman, President
12050 NE 14th Avenue
Suite#12
Miami, FL 33141

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ARTICLE XI

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The designated registered agent for this corporation is Jay Goldman, whose address is as follows:

Jay Goldman, President
10425 Bermuda Drive
Hollywood, FL 33026

ARTICLE XII

The Corporation shall adopt by-laws and regulations creating, defining, limiting and regulating the powers of the Corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.


IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for USA REALTY & INVESTMENTS, INC., a Florida corporation this ___ day of July 2011.

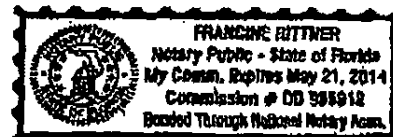

JAY GOLDMAN, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss.

BEFORE ME, the undersigned authority, this ___ day of July 2011, personally appeared Jay Goldman, President of USA REALTY & INVESTMENTS, INC., a Florida corporation, who is personally known to me, and after being duly sworn on oath, depose and said he has fully read and understood the foregoing Articles of Incorporation for USA REALTY & INVESTMENTS, INC., a Florida corporation and has executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 18 day of July 2011.


NOTARY PUBLIC, State of Florida
FRANCINE RITTNER
Printed Name



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CERTIFICATE OF DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS SHALL BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; USA REALTY & INVESTMENTS, INC., A FLORIDA CORPORATION DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 12050 NE 14TH AVENUE, SUITE #12, MIAMI, FL 33141, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING JAY GOLDMAN, 10425 BERMUDA DRIVE, HOLLYWOOD, FL 33026. HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.


REGISTERED AGENT
JAY GOLDMAN

7/18/11
DATE

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