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FISCHLER & FRIEDMAN, P.A.

ATTORNEYS AT LAW
116 SOUTHEAST SIXTH COURT
FORT LAUDERDALE, FLORIDA 33301

MICHAEL A. FISCHLER*
CIRCUIT COURT MEDIATOR
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February 3, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/07/95--01031--018
****122.50 ****122.50

RE: U.S.A. GLOBAL COMMUNICATIONS, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles Of Incorporation for U.S.A. Global Communications, Inc., together with this firm's check, in the amount of \$122.50, to defray filing fees for same.

Please return, as soon as possible, a certified copy to the undersigned in the self-addressed Federal Express envelope enclosed.

Sincerely,

FISCHLER & FRIEDMAN, P.A.


MICHAEL A. FISCHLER

MAF:ftm

Enclosures

915.00

2/9/95


FILED
95 FEB -5 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
U.S.A. GLOBAL COMMUNICATIONS, INC.

The undersigned, a natural person competent to contract, hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: **U.S.A. GLOBAL COMMUNICATIONS, INC.**

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 5,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

FILED
95 FEB - 8
AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

**REGISTERED AGENT, PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michael A. Fischler, Esquire
FISCHLER & FRIEDMAN, P.A.
116 Southeast 6th Court
Fort Lauderdale, Florida 33301

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Bruce Fischler
c/o FISCHLER & FRIEDMAN, P.A.
116 Southeast 6th Street
Fort Lauderdale, Florida 33021

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Michael A. Fischler, Esquire, FISCHLER &

FRIEDMAN, P.A., whose address is 116 Southeast 6th Court, Fort Lauderdale, Florida 33301.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employers or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(n) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 3, 1995.

Michael A. Fischler
MICHAEL A. FISCHLER, Incorporator

STATE OF FLORIDA)
 SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 3 day of February, 1995, by MICHAEL A. FISCHLER, as Incorporator, who is personally known/produced Personally Known as identification and did/did not take an oath.

Marsha Friedman
Notary Public
My Commission Expires:

NOTARY PUBLIC; STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOVEMBER 02, 1995
BONDED THRU HUCKLEBERRY & ASSOCIATES

(SEAL)

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

U.S.A. GLOBAL COMMUNICATIONS, INC., a corporation existing
under the laws of the State of Florida with its principal office
and mailing address at: 116 Southeast 6th Court, Fort Lauderdale,
Florida 33301, has named MICHAEL A. FISCHLER, ESQUIRE whose
address is 116 Southeast 6th Court, Fort Lauderdale, Florida
33301, as its agent to accept service of process within the State
of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above
named Corporation, at the place designated in this Certificate, I
hereby accept the appointment as Registered Agent, and agree to
comply with all applicable provisions of law.


MICHAEL A. FISCHLER