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August 11, 1995

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****122.50 ****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32311

Re: U.S.A. PROPERTIES / ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed are two (2) originals of the Articles of Incorporation of U.S.A. Properties, Inc., along with a check in the amount of \$122.50 to cover filing fees for same. Upon filing, please notify me by telephone and return one stamped original to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely yours,

HUMPHREY & KNOTT, P.A.

Garrey F. Butler
Garrey F. Butler
GFB:gm
Enc.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 15 1995
TALLAHASSEE, FL 32311

cf 8/16/95

FILED
CLERK OF STATE
IN THE COUNTY OF FLORIDA

05 AUG 16 PM 1:06

ARTICLES OF INCORPORATION

OF

U.S.A. PROPERTIES, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be U.S.A. PROPERTIES, INC.

ARTICLE II.

ADDRESS: The mailing address of this corporation is 15630 McGrogor Boulevard, Suite 102, Fort Myers, FL 33908.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation is: Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VIII.

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of

the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Stanley Jasinski	138 Crescent Drive Fort Myers, FL 33919
Franz Sigl	Bonita Bay Executive Center 2 3461 Bonita Bay Blvd., Suite 205 Bonita Springs, FL 33923
Willi Waltersperger	Bonita Bay Executive Center 2 3461 Bonita Bay Blvd., Suite 205 Bonita Springs, FL 33923

ARTICLE IX.

INCORPORATORS: The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stanley Jasinski	138 Crescent Drive Fort Myers, FL 33919

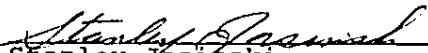
ARTICLE X.

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI.

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporator has executed this Articles of Incorporation this 11 day of August, 1995.


Stanley Jasinski

FILED
CLERK OF STATE
CORPORATIONS

SEP 16 11 16 66

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for U.S.A. Properties, Inc., at the place designated in the Articles of Incorporation, Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: August 11, 1995

Garey F. Butler
Garey F. Butler