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*Board Certified Civil Trial Lawyer

July 17, 1995

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-07/19/95--01022--019
****122.50 ****122.50

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

Re: Articles of Incorporation
USA Phoenix Trust Realty Company

Dear Sir or Madam:

Enclosed are two (2) originals of the Articles of Incorporation of USA Phoenix Trust Realty Company, 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,

HUMPHREY & KNOTT, P.A.

Teresa A. Hanson
Teresa A. Hanson
Secretary to Garey F. Butler

Enclosure: Articles of Incorporation (2 originals)
Check for \$122.50
Return envelope

RMC 7-20-95

W95-14706
55 AUG 21 PM 1995
FILED

HUMPHREY & KNOTT

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*Board Certified Civil Trial Lawyer

August 18, 1995

Doris McDuffie, Corporate Specialist Supervisor
Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ref. Number W95000014706
Letter Number: 895A00034827

Dear Ms. McDuffie:

Enclosed are two (2) originals of the Articles of Incorporation for USA Phoenix Consulting Company along with a copy of your letter of July 20, 1995 indicating the previous name was unavailable.

Note that we have changed the execution date of the Articles and request that the Articles be made effective upon your filing of them.

Sincerely yours,
HUMPHREY & KNOTT, P.A.

Garey F. Butler
Garey F. Butler

GFB:pw
Encls:
cc: Willi Waltersperger



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 20, 1995

RECEIVED
HUMPHREY & KNOTT, P.A.

JUL 24 1995
AES PM
7, 8, 9, 10, 11, 12, 1, 2, 3, 4, 5, 6
A

TERESA A. HANSON
GAREY F. BUTLER, ESQ.
P.O. BOX 2449
FORT MYERS, FL 33902-2449

SUBJECT: USA PHOENIX TRUST REALTY COMPANY
Ref. Number: W95000014706

We have received your document for USA PHOENIX TRUST REALTY COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 895A00034827

ARTICLES OF INCORPORATION

OF

USA PHOENIX CONSULTING COMPANY

FILED
JAN 21 1960
TALLAHASSEE, FLORIDA

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 USA PHOENIX CONSULTING COMPANY.

ARTICLE II.

ADDRESS: The mailing address of this corporation is Bonita Bay Executive Center 2, Suite 205. 3461 Bonita Bay Blvd., Bonita Springs, FL 33923.

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: Willi Waltersperger, Bonita Bay Executive Center 2, Suite 205, 3461 Bonita Bay Blvd., Bonita Springs, FL 33923

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

ARTICLE VIII.

INITIAL DIRECTORS: The name and address of the initial director who shall hold office for the first year of existence of the corporation or until his successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Willi Waltersperger	Bonita Bay Executive Center 2 3461 Bonita Bay Blvd., Suite 205 Bonita Springs, FL 33923

ARTICLE IX.

INCORPORATORS: The names and addresses of the incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Willi Waltersperger	Bonita Bay Executive Center 2 3461 Bonita Bay Blvd., Suite 205 Bonita Springs, FL 33923

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 18th day of August, 1995.



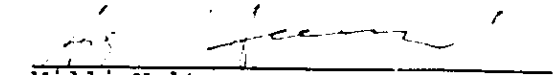
Willi Waltersperger

ACCEPTANCE OF REGISTERED AGENT

FILED
95 AUG 21 11:00
FBI - TAMPA

Having been named to accept service of process for USA Phoenix Consulting Company, at the place designated in the Articles of Incorporation, Willi Waltersperger, Bonita Bay Executive Center 2, Suite 205, 3461 Bonita Bay Blvd., Bonita Springs, FL 33923, agrees to act in this capacity and agrees to comply with the provisions of 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 18, 1995



Willi Waltersperger