

P96000004923
J. STEVEN WARNER, P.A.

6245 NORTH FEDERAL HIGHWAY
SUITE 506
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE: (305) 772-8445
BOCA RATON - N. BRW: (305) 726-1154
TELEFAX: (305) 776-2090

November 8, 1995

VIA UNITED PARCEL SERVICE

Florida Division of Corporations
Bureau of Corporation Records
409 East Gaines Street
Tallahassee, FL 32399

Re: US 1 GLOBAL FINANCIAL SERVICES, INC.

Dear Corporate Clerk:

Enclosed is an original and a copy of the Articles of Incorporation and the Designation of the office address and the Resident Agent for the above referenced corporation. Please file the Articles and forward one certified copy to my office as soon as possible. A check in the amount of \$122.50 is enclosed to cover the fees for the filing of the Articles, the Registered Agent designation and the certified copy.

Sincerely,

J. STEVEN WARNER, P.A.

By: 

J. Steven Warner

JSW/fs
encl.

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Please designate a Resident Agent on 11-14-95
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1995

J. STEVEN WARNER, P.A.
6245 NO. FEDERAL HIGHWAY STE 506
FORT LAUDERDALE, FL 33308

SUBJECT: US 1 GLOBAL FINANCIAL SERVICES, INC.
Ref. Number: W95000022456

We have received your document for US 1 GLOBAL FINANCIAL SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

PLEASE DESIGNATE A PERSON AS REGISTERED AGENT ON THE LAST PAGE OF YOUR ARTICLES.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 995A00050378

**ARTICLES OF INCORPORATION
OF
US 1 GLOBAL FINANCIAL SERVICES, INC.**

Pursuant to the Florida Business Corporation Act, these Articles of Incorporation provide that:

I. NAME

The name of this corporation shall be:

US 1 GLOBAL FINANCIAL SERVICES, INC.

II. COMMENCEMENT OF EXISTENCE

Corporate existence shall commence as of November 6, 1995.

III. TERM OF EXISTENCE

This corporation is to exist perpetually.

IV. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

V. CAPITAL STOCK

The aggregate number of shares of stock which this corporation is authorized to issue is 1000 shares of common stock. The par value of the shares is \$0.01.

VI. REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be located at 6245 North Federal Highway, Fifth Floor, Fort Lauderdale, FL 33308. The initial registered agent for the corporation at that address shall be US 1 Investments Realty, Inc.

VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 6245 North Federal Highway, Fifth Floor, Fort Lauderdale, Florida 33308.

VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:
J. Steven Warner, 6245 North Federal Highway, Suite 506, Fort Lauderdale, FL 33308.

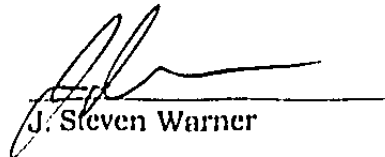
IX. MANAGEMENT OF CORPORATE AFFAIRS

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken

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JAN 11 1996
TALLAHASSEE, FLORIDA

by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in this November 8, 1995.



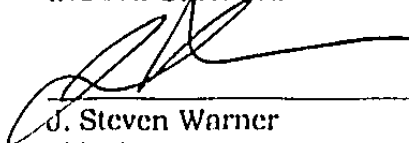
J. Steven Warner

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

In compliance with §48.091 of the Florida Statutes, the following is submitted:

THAT US 1 Global Financial Services, INC., desiring to organize or qualify as a for-profit corporation under the laws of the State of Florida, with its principal place of business at 6245 North Federal Highway, Fort Lauderdale, Florida 33308; has named US 1 Investments Realty, Inc., 6245 North Federal Highway, Fifth Floor, Fort Lauderdale, FL 33308, as its agent to accept service of process within the State of Florida.

INCORPORATOR:



J. Steven Warner


Title: Incorporator

Date: November 8, 1995

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HAVING BEEN named 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 my duties.

US 1 Investments Realty, Inc.

By: 
Volkmar Dirksen, President, Pres.
Title: Registered Agent

Date: November 8, 1995