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February 8, 1996

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VIA U.S. MAIL

Office of the Secretary of State
DIVISION OF CORPORATIONS - Filings
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: U.S.A. TRADING & INVESTMENTS, INC.

Dear Madam or Sir:

Please find enclosed the Articles of Incorporation for "U.S.A. TRADING & INVESTMENTS, INC.". If this name is unavailable, please notify me as soon as possible.

We have enclosed herewith a check payable to the Secretary of State in the amount of \$122.50 representative of the required monies for the filing of the above-referenced corporate articles. I have included a self-addressed, stamped envelope for your convenience.

Please file the articles and return a certified copy of same together with its assigned corporate charter number to the undersigned at your earliest convenience.

As always, I appreciate your prompt assistance to this matter.

Sincerely yours,

August J. Stanton, Jr.

AJS/kgf

PAWPSIKATHERCLDENTSALADHAYUSACAPITAL LTR

TALLAHASSEE, FLORIDA

95 FEB 12 AM 11:48

FILED

SN FEB 15 1996

EFFECTIVE DATE
2/2/1996

ARTICLES OF INCORPORATION

OF

U.S.A. TRADING & INVESTMENTS, INC.

FILED
96 FEB 12 AM 11:48
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is: U.S.A. TRADING & INVESTMENTS, INC.

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of the Corporation is 255 South Orange Avenue, Orlando, Florida 32801, and the name of its Initial Registered Agent at that address is A.J. Stanton, Jr.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The Initial Principal Office of the corporation and its mailing address are:

255 S. Orange Ave., Suite #1466
Orlando, Florida 32801

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the Shareholders, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

A.J. Stanton, Jr.
255 S. Orange Ave., Suite #1466
Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is as follows:

A.J. Stanton, Jr.
255 South Orange Avenue, Suite #1466
Orlando, Florida 32801

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including any former Officer(s) and Director(s), to the full extent permitted by law.

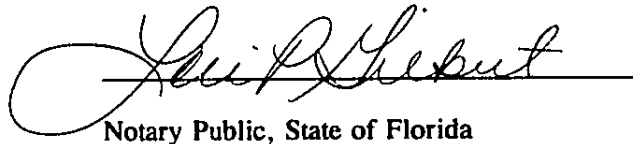
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 8th day of February, 1996.


A.J. Stanton, Jr.

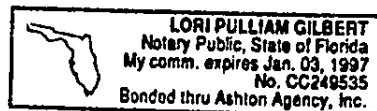
**STATE OF FLORIDA)
COUNTY OF ORANGE)**

Before me personally appeared, A.J. Stanton, Jr., who is personally known to me, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of February, 1996.


Notary Public, State of Florida

My Commission Expires: 01/03/97



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of U.S.A. TRADING & INVESTMENTS, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is a resident of Florida and is familiar with, and accepts, the obligations of this position.

DATED this 8th day of February, 1996.


A.J. Slattery, Jr.
Registered Agent

FILED
06 FEB 12 AM 11:49
TALLAHASSEE, FLORIDA