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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 050444 05423A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 23, 1996

ORDER TIME : 4:15 PM

ORDER NO. : 050444

CUSTOMER NO: 05423A

CUSTOMER: Keith I. Diamond, Esq
KEITH D. DIAMOND, ESQ

Bank Atlantic, Fourth Floor
46 Southwest First Street
Miami, FL 33130

000001723640
-02/26/96--01013--008
*****735.00 *****122.50

DOMESTIC FILING

NAME: U.S.A. ASSET & TRADING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS:

T. BROWN FEB 27 1996

FILED
96 FEB 26 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
U.S.A. ASSET & TRADING, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is U.S.A. Asset & Trading, Inc. The principal address of the corporation is 9020 Easterling Drive, Orlando, Florida 32819.

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of One Hundred Dollars (\$100.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 46 S. W. First Street, Suite 400, Miami, Florida 33130 and the name of the registered agent of this corporation at that address is Keith D. Diamond.

ARTICLE VI

This corporation shall have one (1) director initially. The number of director(s) may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director(s) of this corporation and of the corporation are:

Issa Ladha

9020 Easterling Drive
Orlando, Florida 32819

ARTICLE VII

The name and address of the person signing these Articles is Keith D. Diamond, 46 S. W. First Street, Fourth Floor, Miami, Florida 33130.

ARTICLE VIII

The power to adopt, alter, named or repeal By-Laws shall be vested in the Florida General Corporation Act.

ARTICLE IX

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

The corporation shall indemnify any office or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

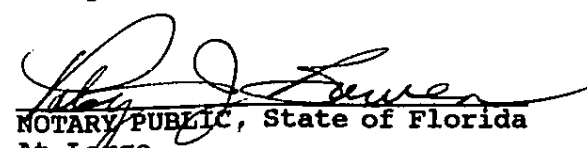
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of February, 1996.

I AM HERESY familiar with and accept the duties and responsibilities as registered agent for said corporation.


KEITH D. DIAMOND
Subscriber and Registered Agent

STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 16 day of February, 1996, by Keith D. Diamond, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, State of Florida
At Large

Print Name: _____

My Commission Expires:

