

REFERENCE #

858444

854236

AUTHORIZATION :

COST LIMIT : # PREPAID

ORDER DATE : February 23, 1996

ORDER TIME : 4±20 PM

ORDER NO. # 858444

CUSTOMER NO:

854230

Keith D. Diamond, Esq CUSTOMER# KEITH D. DIAMOND, ESQ

> Bank Atlantic, Fourth Floor 46 Southwest First Street

Miami, FL 33130

DOMESTIC FILING

HAME:

U.S.A. ASSET & INVESTMENTS TWO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___CERTIFIED COPY ____ PLAIN STAMPED COPY

__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS: ____

I BROWN FEB 2 7 1996

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ARTICLES OF INCORPORATION

OF

U.S.A. ASSET & LIVESTMENTS TWO, INC.

96 FEB 26 AM 8: 00

ARTICLE I

TALLAMASSEE, FICADA The name of this corporation is U.S.A. Asset & Investments Two, 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 he 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 /6 day of Foliamy, 1996.

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

KEITH D. DIAMOND Subscriber and Registered Agent

STATE	OF	FLORIDA)	
			:	88,
COUNTY	OF	DADE)	

The foregoing instrument was acknowledged before me on this day of the day of

NOTARY PUBLIC State of Florida

At Large

Print Name:

OFFICIAL NOTARY SEAL
PATSY J BOWIEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC306060
MY COMMISSION EXP. SEPT 17,1997

My Commission Expires: