



P960000029855

John L. Maloney

ATTORNEY AT LAW

March 26, 1996

Secretary of State
Bureau of Corporate Records
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Planners

Re: Incorporation of U.S.A., Incorporated

ENCLOSURE 17528555
00000000 01071-018
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above named corporation. Also enclosed is a check in the amount of \$122.50 for filing, registered agent designation and certified copy.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

John L. Maloney

John L. Maloney, Esquire

*John Maloney
gave auth to change
the name 3-28-96*

JLM/vjm
Enclosures
cc: Mr. Jim Gillespie

*Dmc
4/4/96*

FILED
96 MAR 29 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

U.S.A. PLANNERS, INCORPORATED

ARTICLE I

NAME

The name of the Corporation is U.S.A. PLANNERS, INCORPORATED, whose business address shall be 10460 Roosevelt Boulevard, Suite 121, St. Petersburg, Florida 33716-3818.

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 3663 Central Avenue, St. Petersburg, Florida, 33713.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the initial registered agent of this Corporation at that address is JOHN L. MALONEY.

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is JOHN L. MALONEY of 3663 Central Avenue, St. Petersburg, Florida 33713.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE VIII
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE IX
COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods

longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by a majority action of the Shareholders of the Corporation.

ARTICLE XIV

AMENDMENT

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.

ARTICLE XV

"S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the Shareholders shall approve the loss of an "S" Corporation election.

ARTICLE XVI

ANNUAL FINANCIAL STATEMENTS

Until required by a majority vote of the Shareholders, the Corporation need not furnish its Shareholders an annual financial statement within 120 days of the close of each fiscal year.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 26th day of March, 1996.

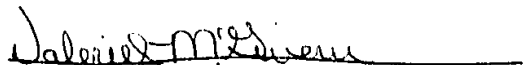

INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 26th day of March, 1996, by JOHN L. MALONEY who is personally known to me ~~or who has produced~~ as ~~identification~~ and who ~~did~~ did not take an oath.



Valerie J. McGivern
MY COMMISSION # CC 512647 EXPIRES
DECEMBER 18, 1999
BONDING THRU TROY PAUL INSURANCE, INC.


Valerie J. McGivern
Notary Public
Serial Number: CC 512647

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of U.S.A. PLANNERS, ^{/INCORPORATED} which is contained in the foregoing Articles of Incorporation.

Dated this 26th day of March, 1996.


REGISTERED AGENT