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LAW OFFICES

Perez-Abreu, Zamora, Hillman & Martin-Lavielle

PROFESSIONAL ASSOCIATION  
SUITE 502

901 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

JAVIER PEREZ-ABREU  
CERTIFIED FAMILY MEDIATOR  
ENRIQUE ZAMORA  
LOUIS M. HILLMAN-WALLER  
CERTIFIED CIVIL MEDIATOR  
ANA MARTIN-LAVIELLE  
CERTIFIED FAMILY MEDIATOR

May 21, 1996

TELEPHONE (305) 443-8704

FACSIMILE (305) 443-8804

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

100001037491  
05/23/96--01089--020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation of USAccess, Inc.

Dear Sir/Madam:

In regard to the above captioned matter enclosed please find the Articles of Incorporation of USAccess, Inc., along with a check in the amount of \$122.50 representing filing fee. We would respectfully request that these documents be filed in the office of the Secretary of State, Division of Corporations.

We thank you for your cooperation in this regard.

Very truly yo. rs,

PEREZ-ABREU, ZAMORA, HILLMAN  
& MARTIN-LAVIELLE, P.A.

FILED  
56 MAY 23 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By:   
LOUIS M. HILLMAN-WALLER, ESQ.

LMHW/ig  
Enc.

AL MAY 31 1996

ARTICLES OF INCORPORATION

OF

USAccess, INC.

FILED

96 MAY 23 PM 3: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

USAccess, INC.

The permanent and mailing address of the corporation shall be:

9500 South Dadeland Blvd., Suite 710  
Miami, Florida 33156

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Hundred (100) Shares of Stock. The Shares of Stock authorized shall be common stock having a par value of one (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Louis M. Hillman-Waller, Esq.  
901 Ponce de Leon Blvd., Suite 502  
Coral Gables, Florida 33134

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI.

FILED

INITIAL BOARD OF DIRECTORS 06 MAY 23 PM 3:01

The name and post office address of the initial members of the Initial Board of Directors is/are:

<u>Name</u>	<u>Address</u>
Hans T. Barbachano	5245 S.W. 62nd Avenue Miami, FL 33156

The members of the first Board of Directors shall hold office until the first annual meeting of Stockholders of the Corporation.

ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator(s) executing these Articles of Incorporation is/are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hans T. Barbachano	5245 S.W. 62nd Avenue Miami, FL 33156

The undersigned incorporator(s), for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

  
 HANS T. BARBACHANO

STATE OF FLORIDA ]

COUNTY OF DADE ] SS.:

The foregoing instrument was acknowledged by me this 6<sup>th</sup> day of May, 1996, by HANS T. BARBACHANO who is personally known to me or who has produced a N/A as identification and who did take an oath.

 NONNE GAYON  
 My Commission CC388801  
 Expires Mar. 18, 1998  
 Bonded by HAI  
 \$25,000.00  
 My Commission Expires:

  
 NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
 LOUIS M. HILLMAN-WALLER