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ATTORNEYS AND COUNSELORS AT LAW
2475 Enterprise Road, Suite 100
Clearwater, Florida 34623
(813) 791-1977
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FLORIDA 32314

June 17, 1996

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-06/24/96--01002--0015
****122.50 ****122.50

IN RE: USA REALTY PROPERTIES, INC.

Gentlemen:

Enclosed are the original and one copy of the *Articles of Incorporation* and the *Acceptance of Appointment as Registered Agent* of the above-captioned corporation.

Also enclosed, please find our check in the amount of \$122.50 which comprises the filing fee of \$35.00, certified copy fee of \$52.50, and registered agent designation fee of \$35.00; all for the above-captioned corporation.

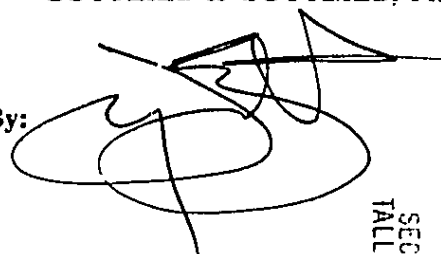
Please file the enclosed documents and return a certified copy to the undersigned.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely yours,

GOTTLIEB & GOTTLIEB, P.A.

By:



kf
Encs.

FILED
96 JUN 21 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 6/24/96

ARTICLES OF INCORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 CORPORATE NAME - The name of the Corporation is:

USA REALTY PROPERTIES, INC.

2 PRINCIPAL OFFICE - The principal place of business and mailing address of this corporation shall be:

**490 Alternate 19
Palm Harbor, Florida 34683**

3 CAPITAL STOCK - The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000. The Corporation elects to have preemptive rights.

4 INITIAL REGISTERED AGENT AND ADDRESS - The name and address of the initial registered agent is:

**GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 34623**

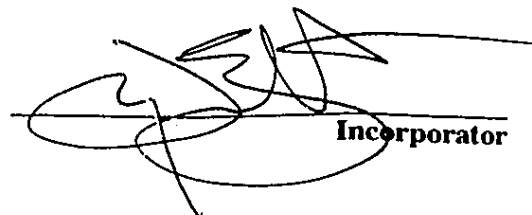
5 INITIAL DIRECTORS AND ADDRESSES - The name and street address of each of the initial Directors of the Corporation are:

**ROBERT S. TRIPKA
490 Alternate 19
Palm Harbor, Florida 34683**

6 INCORPORATOR - The name and street address of each incorporator to these Articles of Incorporation are:

**JERRY GOTTLIEB, ESQ.
2475 Enterprise Road, Suite 100
Clearwater, Florida 34623**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 17, 1996.


Incorporator

ARTICLES OF INCORPORATION

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STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.

The foregoing Articles of Incorporation were acknowledged before me on June 17, 1996, by Jerry Gottlieb, who is personally known to me.

Kathleen H. Farnham

Notary Public



**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

for

USA REALTY PROPERTIES, INC.

FILED

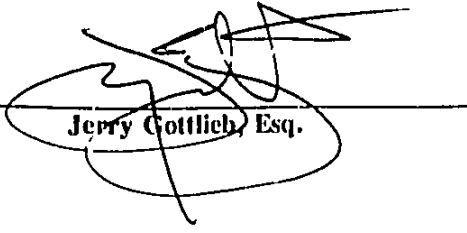
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with, and accept, the obligations of our position as Registered Agent.

**GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 34623**

By:


Jerry Gottlieb, Esq.