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TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #) 425-5625

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. *USA Holdings Inc*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION
OF
USA HOLDINGS, INC.

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ARTICLE I - Name

The name of the corporation is USA Holdings, Inc. (hereinafter called the "Corporation").

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III - Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
20,000,000	\$.001	Common

ARTICLE IV - Registered Office and Agent

The name of the Corporation's initial registered agent is Intrastate Registered Agent Corporation, and the office address of the initial registered agent in the State of Florida is 701 Miami, Florida 33131.

ARTICLE V - Incorporator

The name of the Incorporator is L. Frank Cordero and the address of the Incorporator is c/o Holland & Knight, 701 Brickell Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of December 1996.



L. Frank Cordero
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of USA Holdings, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

INTRASTATE REGISTERED AGENT
CORPORATION

By: [Signature]
Name: Steven H. Hagen
Title: Vice President

Dated: December 18, 1996

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