

P97000010890

FERNAND LAMOTHE

Comptables Agréés / Chartered Accountants

Fernand Lamothe, C.A.
Gladysse Dumont, C.A.
Alain Bélanger, C.A.

Line Raza, C.G.A.
Marie-Hélène Lambert,
C.G.A.

Beth
BERT

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REPRÉSENTÉ À NEW YORK PAR

LÉON CONSTANTIN & CO.
Certified Public Accountants
New York, NY, 10022

Fernand Lamothe

FILED
97 FEB -4 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

097A00005730 B. REGISTER FEB 4 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

USA DIRECT REAL ESTATE CORP.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be " USA Direct Real Estate Corp. ".

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is:
721 S.E. 17th Street
Ft. Lauderdale, Fl. 33316

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is
Ten Thousand (10,000) shares of Common Stock, par value \$ 1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
Nicole Côté
721 SE 17th Street
Ft. Lauderdale, Fl. 33316

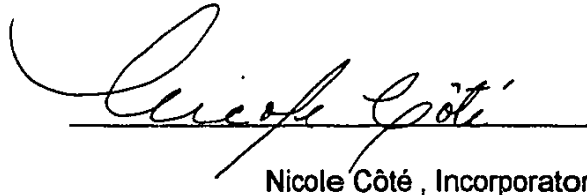
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Nicole Côté
721 SE 17th Street
Ft.Lauderdale, Fl. 33316

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Directors is Nicole Côté will be President and Secretary, he live at
168 Waterside Dr.
Hypoluxo, Fl. 33462

The undersigned has executed these Articles of Incorporation this 29th day of January, 1997



Nicole Côté, Incorporator

CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: January 29, 1997


Nicole Côté
Registered Agent

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TALLAHASSEE, FLORIDA