

# P97000030224

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: USA Ventures, Inc.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 97 APR -3 AM 10:29  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

K.R. APR - 3 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN  
 Will Pick Up 2/13 12:00

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

SUBTOTALS \_\_\_\_\_

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 10% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

**OF**

**USA VENTURES, INC.**

FILED  
97 APR -3 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of the corporation is **USA VENTURES, INC.** with a mailing address of 3510 NE 10th Street, Ocala, FL 34470.

**ARTICLE II - COMMENCEMENT AND DURATION**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V - PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is: 3501 NE 10th Street, Ocala, FL 34470. The name of its initial Registered Agent is Michael J. Cooper, whose address is: 321 NW Third Avenue, Ocala, FL 34475.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director is:

Emerson J. Clauss, III  
3501 NE 10th Street  
Ocala, FL 34470

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is:

Emerson J. Clauss, III  
3501 NE 10th Street  
Ocala, FL 34470

### ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

### ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 2<sup>ND</sup> day of April, 1997.

Emerson J. Clauss III  
EMERSON J. CLAUSS, III,  
Incorporator

I, **MICHAEL J. COOPER**, accept the office of Registered Agent. I am located at 321 NW Third Avenue, Ocala, FL 34475, the registered office of this corporation.

[Signature]  
MICHAEL J. COOPER,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of April, 1997, by **EMERSON J. CLAUSS, III**, as Incorporator, who:

- A) X is/are personally known to me OR  
\_\_\_\_\_ who has/have produced a driver's license OR  
\_\_\_\_\_ other identification:  
B) X did OR \_\_\_\_\_ did not take an oath.

Robin R. White  
Signature of Notary Public  
**ROBIN R. WHITE**  
Printed name of Notary Public

AFFIX SEAL/EXPIRATION DATE:



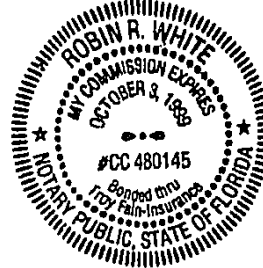
STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of April, 1997, by **MICHAEL J. COOPER**, as Registered Agent, who:

- A) \_\_\_\_\_ is/are personally known to me OR  
\_\_\_\_\_ who has/have produced a driver's license OR  
\_\_\_\_\_ other identification:  
B) \_\_\_\_\_ did OR \_\_\_\_\_ did not take an oath.

Robin R. White  
Signature of Notary Public  
ROBIN R. WHITE  
Printed name of Notary Public

AFFIX SEAL/EXPIRATION DATE:



FILED  
97 APR -3 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA