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FAERBER, CLIFF & PEREZ-BENITO A

ATTORNEYS AT LAW

THE MOORINGS PROFESSIONAL BUILDING
SUITE 505

2335 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34103-4482
(941) 262-8181

97 MAY -5 PM 12:21

TELEPHONE: (941) 262-2627
E-MAIL ADDRESS: NFaer@aol.com

SECTION 1
TALLAHASSEE, FLORIDA

ADMITTED TO PRACTICE IN
MONTANA AND COLORADO

NELSON A. FAERBER, JR. *
BOARD CERTIFIED CIVIL TRIAL LAWYER
BOARD CERTIFIED CRIMINAL TRIAL LAWYER

CARY ALAN CLIFF

ANTONIO J. PEREZ-BENITO A
BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

JEANETTE MARTINEZ

EFFECTIVE DATE
4-30-97

April 30, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002165970--1
-05/05/97--01098--010
****122.50 ****122.50

RE: USA SOUTH VOLLEYCENTER, Inc.

Enclosed please find Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50.

We have figured the fee as follows:

| | | |
|----|--------|----------------------|
| \$ | 35.00 | Filing Fee |
| | 35.00 | Registered Agent Fee |
| | 52.50 | Certified Copy |
| \$ | 122.50 | |

Please be advised that I am the corporate attorney for this corporation.

Sincerely yours,

CARY A. CLIFF, ESQUIRE

CAC/bs

Enclosures: Both noted

add suffix
to corp name
OK 5/8/97

ARTICLES OF INCORPORATION
OF
U.S.A. SOUTH VOLLEYCENTER, INC.

FILED
97 MAY -5 PM 12: 24
TALLAHASSEE, FLORIDA

We, the undersigned persons of the age of more than eighteen (18) years of age, all of whom are residents of the State of Florida and citizens of the United States, do hereby associate ourselves together for the purpose of forming a corporation for profit under the statutes of the State of Florida.

ARTICLE I

The name of the corporation is: **U.S.A. SOUTH VOLLEYCENTER, INC.**
P.O. Box 835
Naples, Florida 34103

ARTICLE II

The corporation shall have perpetual existence and its existence shall commence on the date of execution and acknowledgment of these articles as it appears on the signature page.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business permitted by the Florida General Corporation Act and shall have all the powers granted under act to carry out its purposes, including the following:

- a). To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- b). To sell, convey, mortgage, pledge, create as security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- c). To lend money to, and use its credit to assist, its officers and employees in accordance with the law.

d). The corporation may lend money to, guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of a subsidiary, including any officer or employee who is a director of the corporation or of a subsidiary, whenever, in the judgment of the directors, such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be secured or unsecured in such manner as the board of directors shall approve, including, without limitation, a pledge of shares of stock of the corporation.

e). To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share of other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

f). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notices, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

g). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

i). To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j). To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

k). To make donations for the public welfare or for charitable, scientific, or educational purposes.

l). To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

m). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

n). To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

o). To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

This corporation is authorized to issue one thousand (1000) shares of One Dollar (\$1.00) United States currency par value common stock.

ARTICLE V

The address of the inial registered office of this corporation is 2335 North Tamiami Trail, Suite 505, Naples, FL 34103. The name of the initial registered agent for purposes of service of process upon this corporation is CARY ALAN CLIFF, ESQ., who address is 2335 North Tamiami Trail, Suite 505, Naples, FL 34103.

ARTICLE VI

The names and addresses of the persons signing these articles are:

Jaye E. Flood

P.O. Box 835, Naples, FL 34103

Christine E. Noe

P.O. Box 835, Naples, FL 34103

ARTICLE VII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII

FILED

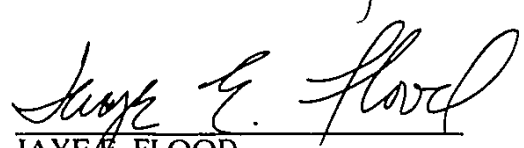
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The undersigned hereby accepts his designation of Registered Agent for this Corporation.

TALLAHASSEE, FLORIDA


CARY ALAN CLIFF, ESQ.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30th day of April, 1997.


JAYE E. FLOOD

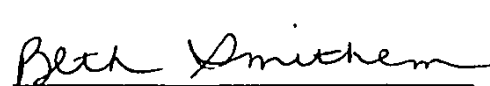

CHRISTINE E. NOE

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared JAYE E. FLOOD and CHRISTINE E. NOE to me well known and known by me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 30th day of April, 1997.


NOTARY PUBLIC
My Commission Expires: 8/1/2000

