

**BERRY & ASSOCIATES
ACCOUNTANTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 11 PM 2:00

P97000060883

July 8, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/11/97--01056-013
***122.50 ***122.50

Gentlemen:

Enclosed are the Articles of Incorporation for U.S.A.
Marketing Associates, Inc.

Also enclosed is a check in the amount of \$122.50.

If you should have any questions, please contact this
office.

Very truly yours,

BERRY & ASSOCIATES, INC.

Elizabeth Berry

Elizabeth Berry
EB/lmb
Enclosures

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ARTICLES OF INCORPORATION

U.S.A. MARKETING ASSOCIATES, INC.

The undersigned subscriber(s) of these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME & ADDRESS

The name of the corporation is U.S.A. MARKETING ASSOCIATES, INC. The corporation's principal office and mailing address shall be the same as the Registered Agent's office address.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida and to effectuate such purposes, it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock having a par value of ten cents (\$.10) per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 380 Hamlin Avenue, Satellite Beach, FL 32937 and the name of the initial registered agent of this corporation at that address is Michael O'Meara.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of this corporation are as follows:

President
Secretary

Michael O'Meara
380 Hamlin Avenue
Satellite Beach, Fl 32937

ARTICLE VIII - INCORPORATORS

The name(s) and address of the person(s) signing these Articles of Incorporation are as follows:

Michael O'Meara
380 Hamlin Avenue
Satellite Beach, Fl 32937

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 8th day of July, 1997.


Michael O'Meara

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DIVISION OF CORPORATIONS

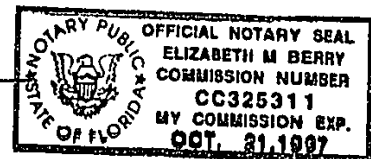
97 JUL 11 PM 2:00

STATE OF FLORIDA)
 SS
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, duly authorized by law to take oaths and acknowledgments, personally appeared Michael O'Meara, who is personally known to me or who has produced a Florida Driver's License 0560-545-68-230-0 as identification, who after being first duly sworn, acknowledged before me that he executed the foregoing instrument for reasons and purposes therein expressed, and who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 8th day of July, 1997.

Elizabeth Berry
Notary Public
State of Florida



I HEREBY ACCEPT the designation, duties and responsibilities as REGISTERED AGENT or U.S.A. MARKETING ASSOCIATES, INC. and to agree to comply with the provisions of Florida Statutes.

Michael O'Meara
Michael O'Meara