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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 508377 4340059

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 25, 1997

ORDER TIME : 11:47 AM

ORDER NO. : 508377-005

CUSTOMER NO: 4340059

100002277721--2

CUSTOMER: Rey Delpino, Legal Asst
KELLEY DRYE & WARREN, LLP

2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC FILING

NAME: USA ENERGY CONSERVATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

FILED
97 AUG 26 PM 2:21
TALLAHASSEE, FLORIDA

97 AUG 25 PM 1:15
OFFICE OF CORPORATION

4

SN AUG 26 1997

ARTICLES OF INCORPORATION
OF
USA ENERGY CONSERVATION, INC.

FILED
97 AUG 26 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

USA ENERGY CONSERVATION, INC.

The address of the principal office of this corporation shall be 28501 Southwest 152nd Avenue, Lot 262, Homestead, Florida 33033, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 26, 1997.

CORPORATION SERVICE COMPANY

By: _____


Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R Dunlap
Its Agent, Laura R. Dunlap

CLD/smr

FILED
97 AUG 26 PM 2:21
STATE OF FLORIDA
TALLAHASSEE