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797000075499
Berger
Davis &
Singerman
Professional Association

215 South Monroe Street Suite 705
Tallahassee, Florida 32301
Phone: 904.561.3010
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FILED
37 AUG 29 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 29, 1997

Secretary of States Office
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Attached Filing

300002281369--8
08/29/97--01079--033
****122.50 ****122.50

Dear Judy:

Please consider this correspondence as a request to have the attached Articles of Incorporation filed with the Secretary of State. A check in the amount of \$122.50 is attached to cover the filing fees and the cost of certified copies.

Please contact my office at 561-3010 when the certified copies are ready and I will have my runner pick them up.

If you have any questions, please contact me at 561-3010.

Yours truly,

BERGER DAVIS & SINGERMAN

Elizabeth Moss
Elizabeth Anne Moss
Legal Administrator

EAM:sm

Enclosures

Thanks!
Please call when ready

SEP 2 1997

ARTICLES OF INCORPORATION
OF
USA ACQUISITION CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporations Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is USA Acquisition Corp.

SECOND: The street address, wherever located, of the principal office of the corporation is not yet determined.

The mailing address, wherever located, of the corporation is 801 Nicollet Mall, Midwest Bldg., Suite 1860, Minneapolis, MN 55402.

THIRD: The number of shares that the corporation is authorized to issue is 5,000, all of which are of a par value of \$0.01 each and are of the same class and are Common shares. The Board of Directors shall have the power to designate and issue both voting and non-voting shares of common stock; in all other respects, unless otherwise designated by the Board of Directors, in accordance with the statutes of Florida, the shares of common stock shall have equal rights and preferences in all matters.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

The name of the initial registered agent of the corporation at the said registered office is CT Corporation System.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: No shareholder of this corporation shall be entitled to any cumulative voting rights.

SIXTH: No shareholder of this corporation shall have any preferential, preemptive or other rights to subscribe for, purchase or acquire any shares of the corporation of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares.

SEVENTH: The purpose of the corporation is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The number of directors of this corporation shall be fixed in the manner provided in the Bylaws.

TENTH: the corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

TWELFTH: The name and address of the incorporator is Joel H. Green, 4200 IDS Center, 80 South 8th Street, Minneapolis, MN 55402.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of August, 1997.



Joel H. Green, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT
AS REQUIRED IN SECTION 607.0501 (3) F.S.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 26, 1997

CT CORPORATION SYSTEM

By Lynette Wanner
Its Asst. Secy

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TALLAHASSEE, FLORIDA