

General Business Services, Inc.

P97000084890

FILED

97 SEP 30 PM 1:57

1111 Northeast Seventh Avenue - Fort Lauderdale, FL 33304
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 30, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: *U. S. Trustee Services, Inc.*

Dear Sir/Madam:

Enclosed herewith is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 to cover the filing cost as well as a Certificate. Also please send the second set of Articles after they have been recorded.

I am enclosing a prepaid overnight ticket/letter for your use.

Please contact me should you have any questions.

I remain,

600002307746--8
-09/30/97--01043--017
*****78.75 *****78.75

Very truly yours,
U. S. TRUSTEE SERVICES

Marcus Hall /g

Marcus Hall

: P.Hall OCT - 1 1997

ARTICLES OF INCORPORATION
OF
U. S. TRUSTEE SERVICES, INC.

FILED

97 SEP 30 PM 1: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as Incorporator of the above named Corporation under the Florida General Corporation Law adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation is: U. S. Trustee Services, Inc.

ARTICLE II
COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III
PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is (100) One hundred shares of Common Stock having a par value of (\$1.00) one dollar per share. The consideration paid for each share shall be fixed by the Board of Directors of this Corporation and may be in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V
REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS

The Street address of the Registered Agent/Principal place of business of the Corporation is: *1111 Northeast Seventh Avenue - Suite 2000 , Fort Lauderdale, Florida 33304*. The name of the Corporation's Registered Agent at that address is:

General Business Services, Inc.
1111 Northeast 7th Avenue S-1000
Fort Lauderdale, Florida 33304

ARTICLE VI:
INITIAL INCORPORATOR &
BOARD OF DIRECTORS

The Corporation shall have (1) one Director and (1) one (1) one Incorporator/Officer initially. The number of Director's and Officer's may be either increased or diminished from time to time, as provided for within the Corporation's adopted By-laws, but shall never be less than one. The Name and the Street address of the initial Incorporator and/or initial Incorporator/Officer(s) are:

Marcus Hall
1111 Northeast 7th Avenue
Fort Lauderdale, FL 33301

The Incorporator of the Corporation assigns this Corporation the Incorporator's rights under Nevada Statutes, to constitute a Corporation, and the Incorporator assigns to those persons designated by the Board of Directors any rights the Incorporator may have to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date Corporate existence begins.

ARTICLE VII
DIRECTORS

1. The business of this Corporation shall be conducted and managed by its Board of Directors and such Board of Directors (hereinafter referred to as "Board") shall consist from one member and no more than eleven members. A majority of the first Board named in the By Laws of the Corporation shall have the power to approve and adopt By Laws of the Corporation until their successors are elected or appointed.

2. The qualifications, time and place of the election and term of each Director shall be provided for in the By Laws of the Corporation.

3. The Officers of this Corporation may consist of a President, Vice President, Secretary and Treasurer and such other Officers and Agent(s) as may be provided for by the By Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By Laws.

ARTICLE VIII BY LAWS

The power to adopt, alter amend or repeal the By Laws of this Corporation shall be vested in the Board of Directors and Shareholder's, except that the Board of Directors may not amend or repeal any By Law adopted by the Shareholder's specifically provided that the By Law is not subject to amendment or repeal by the Director's.

ARTICLE IX AMENDMENTS

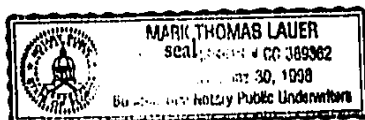
The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law and all rights conferred on Shareholder's are subject to this reservation. These Articles of Incorporation may be amended prior to the issuance of shares of the Corporation by the unanimous approval Board of Directors. Thereafter, every amendment shall be approved at a Shareholder's meeting by the unanimous vote of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as dated below.

Marcus Hall Incorporator

STATE OF: Florida
COUNTY OF : Broward

On October 1, 1997 before me, Mark T. Lauer personally appeared, Marcus Hall personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within this instrument and acknowledged to me that he/she/they executed same in his/her.their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed this instrument.



[Signature] Notary

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 SEP 30 PM 1:57

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: U. S. Trustee Services, Inc.
2. The name and address of the registered agent and office is:

General Business Services, Inc.
(NAME)

1111 Northeast 7th Avenue
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, FL 33304
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Peter Pinner *officer*
(SIGNATURE)

October 1, 1997
(DATE)