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TRANSMITTAL LETTER

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

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-11/10/97--01108--003
*****70.00 *****70.00

SUBJECT: USA HOMEBUYERS, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of Seventy Dollars.

FROM: RICHARD CAMP, CPA, PA
Name
4110 Southpoint Boulevard - Suite 205
Address
Jacksonville, Florida 32216
City, State, Zip
(904) 281-9924
Telephone Number

97 NOV 10 AM 11:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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103

ARTICLES OF INCORPORATION

OF

USA HOMEBUYERS,INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles Of Incorporation.

ARTICLE I - NAME

The name of this Corporation is USA HOMEBUYERS,INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation will provide Purchase and Sale of Personal and Real property and to include all services related to the purchases and sales to the public.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office is 4765 Yellow Star Lane West, Jacksonville, Florida 32224 and mailing address of the Corporation is 4110 Southpoint Blvd. #205, Jacksonville, Fl 32216. The Board Of Directors may from time to time move the principal office and mailing address to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors is:
Scott Randolph Johnston
4765 Yellow Star Lane West
Jacksonville,Fl 32224

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation is:
Scott Randolph Johnston
4765 Yellow Star Lane West
Jacksonville,Fl 32224

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4110 SOUTHPOINT BLVD.#205, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is RICHARD CAMP,CPA.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statues, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State in Florida.

DATE 11/5/97 Scott R. Johnston
Scott R. Johnston
INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 10 AM 11:57

REGISTERED AGENT'S ACCEPTANCE

The undersigned officer of the above designated Registered Agent, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for USA Homebuyers, Inc, a Florida Corporation, in accordance with Florida Statutes, section 607.0501.

DATE 11/4/97 Richard Camp
RICHARD CAMP, CPA
REGISTERED AGENT