P9800002373/

Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Articles of Incorporation Filing - USA Telecommunications, Inc.

Enclosed please find Articles of Incorporation filing (original and 3 copies) for the above corporation along with a check for \$250 for the filing fee. If you have questions, please let me know.

Thank you for your assistance.

Sincerely,

Ethel Henry

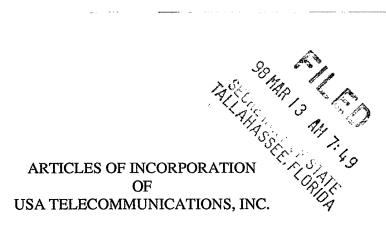
1541 West Blue Heron Riviera Beach, FL 33404

(561) 842-8086

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AHASSEE, FLORIDA

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A Sold



We, the undersigned, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations.

ARTICLE I

The name of the corporation shall be USA TELECOMMUNICATIONS, INC.

ARTICLE II

The corporation may engage in the rendering of any lawful business.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares at Ten Dollars (\$10) par value each, which shares will be common stock.

ARTICLE IV

The amount of capital with which the corporation will begin business shall be \$1,000.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this professional service corporation is 1541 W. Blue Heron Blvd. Riviera Beach, FL 33404.

ARTICLE VII

The corporation shall have one (1) director whose name and street address it as

follows:

ETHEL HENRY -

President

1541 W. Blue Heron Blvd. Riviera Beach, FL 33404.

ARTICLE VIII

The number of directors shall not be less than one (1) nor more than ten (10).

ARTICLE IX

The name and address of each initial subscriber of this corporation and the number of shares of stock which he agrees to take is as follows:

ETHEL HENRY, 1541 W. Blue Heron Blvd. Riviera Beach, FL 33404 - 100 shares.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, the 23 day of 5 muse, 1998.

STATE OF FLORIDA

Department of State

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That USA TELECOMMUNICATIONS, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Riviera Beach, County of Palm Beach, State of Florida has named ETHEL HENRY, 1541 W.Blue Heron Blvd., City of Riviera Beach, County of Palm Beach, State of Florida as its agent to accept service of process within this state.

NAMES OF OFFICERS AND TITLES:

SPECIFIC ADDRESS:

ETHEL HENRY
President

1541 W. Blue Heron Boulevard Riviera Beach, FL 33404

(CORPORATE OFFICER) ETHEL HENRY

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated professional corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with provision of said Act relative to keeping open said office.

BY:

ETHEL Henry (Resident Agent)

