

P98000042311

LAW OFFICE
JOSEPH H. CHUMBLEY
3862 CENTRAL AVENUE, SUITE A
ST. PETERSBURG, FL 33711

TELEPHONE (813) 323-7625

FACSIMILE (813) 323-5923

May 5, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002515193--4
-05/07/98-01053-013
*****70.00 *****70.00

Re: U. S. EAGLE CORPORATION

Dear Gentlemen:

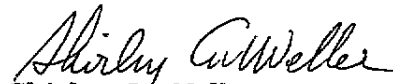
Enclosed please find an two original sets of Articles of Incorporation.

Also enclosed please find a check in the amount of \$70.00.

Please file the same forwarding a stamped copy to our office in the enclosed envelope.

Thank you for your consideration with regards to this matter. If you have any questions please do not hesitate to contact our office.

Sincerely,


Shirley A. Weller
Secretary
enc(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 11:52

RP
05/11/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -7 AM 11:52

**ARTICLES OF INCORPORATION
OF
U. S. EAGLE CORPORATION**

We, the undersigned subscribers to these Articles of Incorporation, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

U. S. EAGLE CORPORATION

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in the business of buying and selling Real Estate and other assorted properties and products, investing, consulting and any other related matters allowable under the laws of the State of Florida.

B. To have one or more offices, conduct its business and promote its objects without or within the State of Florida, other states, the District of Columbia, territories, possessions and dependencies of the United States, and in foreign countries

without restriction as to place and amount.

C. For any of the purposes of the corporation to enter into, make and perform contracts of every kind for the lawful purposes, firm and association or corporation, municipal political country territory, state, government or colony or dependency thereof, and without limitation to borrow money and contract debts when necessary in the transaction of its business for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, secured or unsecured, from time to time, for monies borrowed or in payment for any of the other objects or purposes of this corporation.

D. To joint or consolidate with, to enter into agreements and cooperative relations contemplating the use of this corporation name or in contravention of law with any other persons, firms, associations or corporations, governmental, municipal or otherwise, in connection with carrying out of or for any of the purposes of this corporation.

E. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this corporation.

The foregoing paragraphs shall be construed as

enumerating both objects and powers of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

MAXIMUM SHARES OF STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be Ten Thousand (10,000) shares of Common Stock, par value of One Dollar (\$1.00) per share.

ARTICLE IV

SALE, TRANSFER, ETC. OF STOCK

The stockholders of this corporation shall have the right to enter into agreements by and between themselves and between the corporation and themselves, whether individually or jointly, relative to the sale, assignment, transfer, pledge, encumbrance or option of any type of stock in the corporation, or any part thereof; and any such agreement shall be binding on and control any such sale, assignment, transfer, pledge or option of any type for and during the existence of any such agreement.

ARTICLE V

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00). The capital stock may be paid in lawful money of the United States in whole or in part; or if the Board of Directors shall so

determine, may be paid in property, labor or services at a just valuation thereof to be fixed by the Board of Directors at a regular meeting of the Board or at a meeting to be called for such purposes.

ARTICLE VI

PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida shall be 750 Island Way, # 104, Clearwater, FL 33767.

The Board of Directors may, from time to time, move its principal place of business to any other address in Florida, and may provide and establish such branch offices in such locations as they may see fit.

ARTICLE VII

CORPORATE EXISTENCE

The term for which this corporation shall exist is and shall be perpetual.

ARTICLE VIII

NUMBER OF DIRECTORS

The Board of Directors of this corporation shall not be less than one (1) nor more than five (5), one of whom may be elected Chairman of the Board by a majority of the chosen at an annual meeting of the stockholders of this corporation.

Vacancies in the Board of Directors shall be filled by the members of the Board of Directors remaining in the office until the next election.

ARTICLE IX

NAMES AND ADDRESSES OF BOARD DIRECTORS

The names and addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation by Bylaws and the laws of the State of Florida, shall hold office for the first year next after this incorporation is effected or until their successors are elected and qualified as follows:

HARVEY L. ROMANEK	750 Island Way, #104 Clearwater, FL 33767
JOSEPH H. CHUMBLEY	3862 Central Avenue, Ste. A St. Petersburg, FL 33711
NANCY A. PELLONE	750 Island Way, #104 Clearwater, FL 33767

ARTICLE X

NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber to this Certificate of Incorporation are as follows:

HARVEY L. ROMANEK	750 Island Way, #104 Clearwater, FL 33767
President	
JOSEPH H. CHUMBLEY	3862 Central Avenue, Ste. A St. Petersburg, FL 33711
Vice President	
NANCY A. PELLONE	750 Island Way, #104 Clearwater, FL 33767
Secretary/Treasurer	

ARTICLE XI

OFFICERS

The above-named persons shall be the officers of this corporation at the beginning of the corporation and until their successors shall be duly elected and qualified.

ARTICLE XII

STOCKHOLDERS VOTE

Every Stockholder of Common Stock of record shall be entitled, at each meeting of the stockholders of this corporation, and upon each proposal presented at such meeting, to one (1) vote for each and every share of stock standing in his name on the books of this corporation.

ARTICLE XIII

OFFICERS AND TERMS

The officers of this corporation shall be President, one or more Vice-Presidents, a Secretary and a Treasurer, all of which shall be elected by the Board of Directors at the time and in the manner provided in the Bylaws, shall hold their respective offices for one (1) year or until their successors are duly elected and qualified; and shall have such powers and duties as may be prescribed by the Bylaws, or determined by the Board of Directors. Any persons may hold two (2) or more offices, except that the President shall not also be Secretary or Assistant Secretary of the said corporation.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder's meeting, by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the subscribers have hereunto set their seals this 5th day of May 1998.

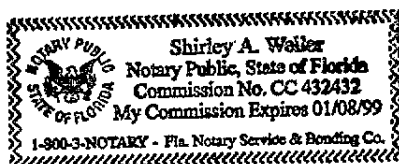

HARVEY L. ROMANEK


JOSEPH H. CHUMBLEY


NANCY A. PELLONE

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public in and for the State of Florida at St. Petersburg, well known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they and each of them severally acknowledged before me that they signed and executed said Articles of Incorporation for the use and purposes therein set forth.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, State of Florida, this 5th day of May 1998.




Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


98 MAY -7 AM 11:52

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

First - that U. S. EAGLE CORPORATION, a corporation
duly organized and existing under the laws of the State of
Florida with its principal place at 750 Island Way #104
Clearwater, FL 33767 County of Pinellas, State of Florida, has
named HARVEY L. ROMANEK as its agent to accept service of process
within Florida.

Dated: May 5, 1998


JOSEPH H. CHUMBLEY
Vice-President/Director


NANCY A. PELLONE
Secretary/Treasurer/Director

Having been named to accept service of process for the
above-named corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper performance of my duties.


HARVEY L. ROMANEK
Registered Agent