P98000043111

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 814015 7139083 Patricia Pizzuto

AUTHORIZATION :

COST LIMIT : $ 122.50

ORDER DATE : May 11, 1998

ORDER TIME : 11:34 AM

ORDER NO. : 814015-005

CUSTOMER NO: 7139083

CUSTOMER: Linda Larrea, Esq
LARREA & ORTEGA
ATTORNEYS AT LAW
Suite 111
2300 Coral Way
Miami, FL 33145

300002519083--3

DOMESTIC FILING

NAME: USA INVESTMENTS-MIAMI, CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: 5/13/98

509
W98-10657

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 AM 11:21

RECEIVED
98 MAY 11 PM 2:35
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 AM 11:21

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original submission date as file date.

SUBJECT: USA INVESTMENTS-MIAMI, CORP.
Ref. Number: W98000010657

We have received your document for USA INVESTMENTS-MIAMI, CORP. and the authorization to debit your account in the amount of $122.50. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00025976

RECEIVED
98 MAY 13 AM 10:39
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
USA INVESTMENTS-MIAMI, CORP.

ARTICLE I
NAME

The name of this Corporation is USA INVESTMENTS-MIAMI, CORP. and its mailing address is c/o Linda Larrea, Esq. 2300 Coral Way, Suite 111, Miami, Florida 33145.

ARTICLE II
NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conductive thereto or expedient.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of $.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is c/o Dade Corporate Services, Inc., 2300 Coral Way, Suite 103, Miami, Florida 33145, and the name of the initial registered agent of this Corporation is Dade Corporate Services, Inc.

ARTICLE VI
INITIAL DIRECTORS

The Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Name	Address
Linda Larrea, Esq.	2300 Coral Way, Suite 111 Miami, Florida 33145

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein

provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV
INCORPORATOR

The name and address of the person signing these Articles is:

Linda Larrea, Esq. 2300 Coral Way, Suite 111
Miami, Florida, 33145

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of May, 1998.

Linda Larrea, Esq.

ACKNOWLEDGMENT

STATE OF FLORIDA)
)
COUNTY OF DADE)

On this the 13th day of May, 1998, before me, the undersigned Notary Public of the State of Florida, personally appeared Linda Larrea, Esq., whose name is subscribed to the within instrument, and she acknowledges that she executed it.

NOTARY PUBLIC
SEAL OF OFFICE:

OFFICIAL NOTARY SEAL
AILEEN ORTEGA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC702909
MY COMMISSION EXP. DEC. 15,2001

WITNESS ~~my hand~~ and official seal.

Print Name:
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

✓ Personally known to me, or
__ Produced identification: Drivers' License

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH

That USA INVESTMENTS-MIAMI, CORP. desiring to organize under the laws of the State of Florida, has named DADE CORPORATE SERVICES, INC., at 2300 Coral Way, Suite 103, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 8th day of May, 1998.

REGISTERED AGENT:

DADE CORPORATE SERVICES, INC.

Aileen Ortega, Vice-President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 AM 11:21