

6/05/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: USA ADVISORS GROUP, INC.1

AUDIT NUMBER.....H98000010572

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1998

EMPIRE

SUBJECT: USA ADVISORS GROUP INC.
REF: W98000013022

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

IF THE REGISTERED AND PRINCIPAL OFFICE ARE THE SAME LOCATION, PLEASE SO STATE IN ARTICLE V

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: B98000010572
Letter Number: 698A00032027

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**ARTICLES OF INCORPORATION
OF
USA ADVISORS GROUP, INC.**

FILED
98 JUN -8 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is: USA ADVISORS GROUP, INC.

ARTICLE II

The Corporation may engage in or transact in any or all activity or Business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The Corporation is authorized to issue and have outstanding an Aggregate number of SEVEN THOUSAND FIVE HUNDRED (7,500) shares Of one class of common stock having a per-value of ONE (\$ 1.00) DOLLAR Per share. This considaration to be paid for each share of stock shall be Fexed by the Board of Directors.

ARTICLE IV

All shareholders of the Corporation shall be bested with full preemtive rights.

ARTICLE V

The Corporation initial Registered Agent and Registered Office in the

State of Florida are:

INITIAL REGISTERED AGENT: PETER BAJDOR

FLAGLER TAX SERVICE
CELESTINO RODRIGUEZ
6452 WEST FLAGLER STREET
MIAMI - FLA - 33144 (305) 266-9420

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INITIAL REGISTERED OFFICE: 6452 West Flagler Street , Miami, FL.33144

PRINCIPAL OFFICE

Having been named Initial Registered Agent to accept service of process of the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the Law pertaining thereto.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation are two, the number of Directors may be increased or decreased from time to time by the By Laws but shall never be less than one.

ARTICLE VII

The name and addresses of the members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
PETER BAJDOR	920 S.W. 94 th Ave, Miami, FL. 33174
CELESTINO RODRIGUEZ	45 S.W. 64 th Ave, Miami, FL. 33144

ARTICLE VIII

The name and address of the Incorporators executing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
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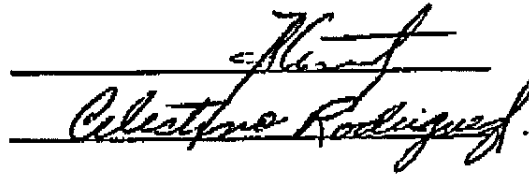
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PETER BAJDOR

920 S.W. 94th Ave, Miami, FL 33174

CELESTINO RODRIGUEZ

45 S.W. 64th Ave, Miami, FL 33144



Celestino Rodriguez

498000010572

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STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

ACKNOWLEDGMENT

Before a Notary Public authorized to take acknowledgments in the State of Florida and County of Dade, set forth above, personally appeared: Peter Bajdor and Celestino Rodriguez, known to me and by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set hereunto my hand seal affixed, in the State of Florida, County of Dade, this 4TH day of June, 1998.

Hector Gonzalez

Notary Public
 State of Florida at Large



HECTOR GONZALEZ
 COMMISSION # CC 833671
 EXPIRES MAY 08, 2000
 BONDED THRU
 ATLANTIC BONDING CO., INC.

My Commission Expires:

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 TALLAHASSEE, FLORIDA

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