



THE UNITED STATES
CORPORATION
COMPANY

P98000058300

ACCOUNT NO. : 072100000032

REFERENCE : 875627 4303929

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 1998

ORDER TIME : 12:57 PM

ORDER NO. : 875627-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

800002576408--7

DOMESTIC FILING

NAME: USITE IFC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 2:33

DIVISION OF CORPORATIONS

98 JUN 30 PM 1:53

FILED

ARTICLES OF INCORPORATION
OF
USITE IFC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 2:33

ARTICLE I

The name of the corporation is USITE IFC, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3566 Vista Court, Miami, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who

will serve as the Corporation's director until successors are duly elected and qualified is:

Michael Greenberg
3566 Vista Court
Miami, Florida 33133

ARTICLE VII

The name of the Incorporator is Gail Shelby and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30th day of June, 1998.

Gail Shelby
Gail Shelby, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of USITE IFC, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Gail Shelby
Gail Shelby, Agent for Registered Agent

Dated: June 30, 1998

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