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August 4, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: U.S.A. AUTO, INC.

100002610561--8
-08/07/98--01051--016
****122.50 ****122.50

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for the above, together with our check in the sum of \$122.50 covering the requisite filing fees.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours,

Brigitte Van Tassel
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 9:20

8/8/98
JF

EFFECTIVE DATE

8/15/98

ARTICLES OF INCORPORATION
OF
U.S.A. AUTO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is U.S.A. AUTO, INC.

ARTICLE II

The existence of the corporation shall begin on August 15, 1998.

ARTICLE III

The street address of the principal office of the Corporation is 700 South Babcock Street, Suite 400, Melbourne, Florida 32901.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one million (1,000,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 700 South Babcock Street, Melbourne, Florida 32901. The initial registered agent for the Corporation at that address is William C. Potter.

ARTICLE VI

The initial board of directors shall consist of three members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Frank Tsamoutales	2820 Rocky Point Road Malabar, Florida 32950
James Rathmann, Jr.	800 South Harbor City Blvd., Melbourne, Florida 32901

Glenn Sandler 800 South Harbor City Blvd.,
Melbourne, Florida 32901

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Frank Tsamoutales	2820 Rocky Point Road Malabar, Florida 32950

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 3rd day of August, 1998.


Name: Frank Tsamoutales

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for U.S.A. AUTO, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).


Name: William C. Potter

Date: August 3rd, 1998

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