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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 AM 10:07

Chris Salins
6524 NW 55 Street
Coral Springs
FL 33067

September 25, 1998

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*****78.75 *****78.75

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

Gentlemen:

Please find enclosed herewith documents of incorporating USAcademy Inc. Please register this and send us respective documents.

Please call me if you have any further questions.

Thanks and regards

Yours sincerely


Chris Salins

(954) 968-9312

ARTICLES OF INCORPORATION
OF
USAcademy Inc.

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The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation of Corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be USAcademy Inc.

ARTICLES II

The general nature of the business to be transacted and carried by this corporation and its object and purpose is: To transact any and all lawful business regardless of its nature or description.

ARTICLES III

The maximum number of shares which this corporation shall be authorized to issue and have outstanding at one time shall be limited to 25 million shares of common stock, with \$.001 per share.

The consideration for the issuance of such shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the value of stock to be issued, the same to be fixed and determined by the Board of Directors of this Corporation at any meeting of the Board. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or services to be performed or rendered as a consideration for the issuance of said stock, shall be fixed by the Board of Directors of this corporation at any regular meeting of the board or any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and stockholders thereto. Any and all shares of stock of this corporation shall be issued for the consideration, or for not less than the consideration, fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this corporation's stock so issued shall be deemed fully paid and non-assessable.

ARTICLE IV

The Corporation shall begin business with paid in capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation shall have a perpetual existence.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is: 6524 NW 55 Street, Coral Springs, Florida 33068. The corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The initial registered agent of this corporation is CHRIS SALINS. It shall have the power to transact business in any other place or places both within and outside the State of Florida and throughout the world.

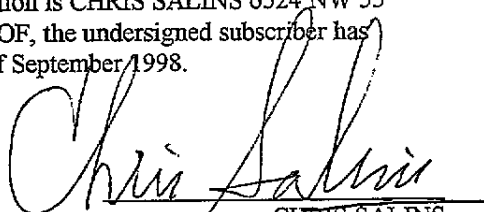
Meetings of the stockholders and directors of this corporation for any and all purposes, including the annual meeting of stock holders, may be held at places other than principle office of the corporation, within or outside the State of Florida, or outside the United States of America and the place or places for the holding of such meetings may be specified in the by-laws or by the Board of Directors.

ARTICLE VIII

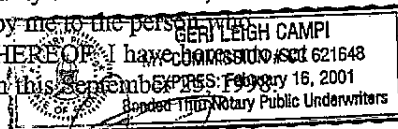
This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws. The initial director of this corporation shall be: CHRIS SALINS 6524 NW 55 Street, Coral Springs, FL 33067

ARTICLE IX

The person signing these Articles of Incorporation is CHRIS SALINS 6524 NW 55 Street Coral Springs, FL 33067 IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of September 1998.


CHRIS SALINS

STATE OF FLORIDA COUNTY OF BROWARD BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, personally prepared by CHRIS SALINS, known to me and known by me to the person who executed the foregoing Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, on this September 25th day of 1998.




NOTARY PUBLIC

My commission expires: 2-16-01

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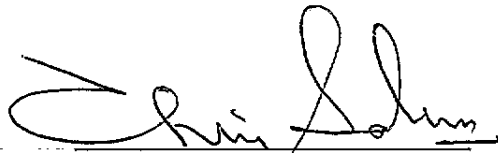
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS, STATE NAMING AGENT UPON WHOM PORCESS
MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First - - that USAcademy Inc. desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation at 6524 NW 55th Street,
Coral Springs, Florida 33067, has named CHRIS SALINS of said address, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above-
captioned corporation, at place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:



CHRIS SALINS
Resident Agent