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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**USA FINANCIAL RESOURCES, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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2/18/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 1999

FAS-T CORP. AGENTS, INC.

SUBJECT: USA FINANCIAL RESOURCES, INC.
REF: W9900003939

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.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION
OF
USA FINANCIAL RESOURCES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The Name of this Corporation is **USA FINANCIAL RESOURCES, INC.**

ARTICLE II- DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III- PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICER AND AGENT

The name and street address of the initial registered officer of this corporation:

Andres Mendez, 15102 NW 91 Ct., Miami, Fl 33018.

The Principal Place of Business of the Corporation shall be:

1550 W 84 St. Ste. 77, Hialeah, Fl 33014.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Directors are:

| NAME | ADDRESS |
|---------------------------------------|------------------------------------|
| Andres Mendez President | 15102 NW 91 Ct. Miami, Fl 33018 |
| Daisy A. Candelario Vice-President | 20041 NW 62 Ct. Miami, Fl 33015 |

ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X- INCORPORATOR


The person signing these articles are Andres Mendez and Daisy A. Candelario.
1550 W 84th St. Ste 77 Hialeah, Fl 33014

ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27 days of January of 1999.


Andres Mendez
President


Daisy A. Candelario
Vice-President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that USA FINANCIAL RESOURCES, INC. desiring to organize under the laws of the State of FLORIDA with its principal office as indicated in the Articles of Incorporation at County of Miami Dade and has named ANDRES MENDEZ, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Andres Mendez
Registered Agent

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TALLAHASSEE, FLORIDA