

LAW OFFICE
ROBERT SADER, P.A.
A PROFESSIONAL ASSOCIATION

Robert L. Sader*
Michael R. LeMaire

* Also admitted in Ohio

Via Federal Express

April 21, 1999

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of USA COMMUNITIES, INC.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for a new proposed Florida corporation named "USA COMMUNITIES, INC." Please accept them for filing. I have enclosed a check for \$78.75 to cover your fee for filing and for a certified copy of the Articles. Please return same to us by Federal Express using the airbill provided.

Thank you.

Very truly yours,


Robert L. Sader

Encls.

cc: Mr. Ivan Conn Waugh

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FILED
99 APR 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
USA COMMUNITIES, INC.

FILED
99 APR 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: USA COMMUNITIES, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation will engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this corporation in the State of Florida is as follows:

c/o Ivan Conn Waugh
1301 River Reach Drive
No. 307
Fort Lauderdale, Florida 33315

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is Robert L. Sader, whose address is 1901 W. Cypress Creek Road, Suite 415, Fort Lauderdale, Florida 33309, which is also known as the registered office.

ARTICLE VII. DIRECTORS

The corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The name and address of the initial director is as follows:

Ivan Conn Waugh	1301 River Reach Drive
	No. 307
	Fort Lauderdale, Florida 33315

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATOR

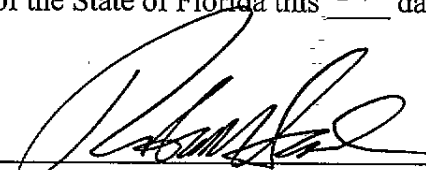
The name and address of the person signing these Articles is as follows:

Robert L. Sader	1901 W. Cypress Creek Road
	Suite 415
	Fort Lauderdale, Florida 33309

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21 day of April, 1999.

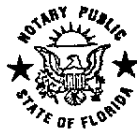


ROBERT L. SADER
Incorporator

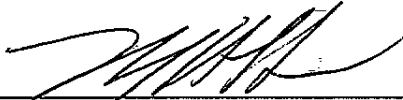
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared ROBERT L. SADER, personally known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21 day of April, 1999.

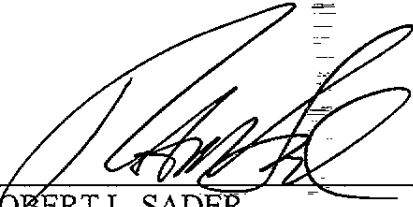


Michael R. LeMeire
My Commission CC807208
Expires December 11, 2000



Notary Public, State of Florida at Large
My Commission Expires: _____

I, ROBERT L. SADER, by execution hereof, accept the designation as Registered Agent of this corporation.



ROBERT L. SADER

FILED
99 APR 22 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA