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Florida Department of State  
 Division of Corporations  
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 Katherine Harris, Secretary of State

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## FLORIDA PROFTT CORPORATION OR P.A.

## U.S. EQUITY MANAGEMENT CORP.

Certificate of Status	0
Certified Copy	1
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FROM

FILED  
 99 SEP -2 AM 7:05  
 SECRETARY OF STATE  
 TALAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
U.S. EQUITY MANAGEMENT CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **U.S. EQUITY MANAGEMENT CORP.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **U.S. EQUITY MANAGEMENT CORP.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

THIS INSTRUMENT WAS PREPARED BY:  
GEORGE D. PERLMAN, ESQ.  
FLORIDA BAR NO.: 250023  
Holland & Knight LLP  
701 Brickell Avenue - Suite 3000  
Miami, Florida 33131  
Tel. 305-374-8500  
Fax. 305-789-7799

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is George D. Perlman, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

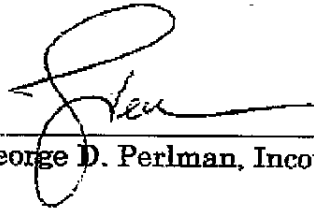
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 2nd day of September, 1999.

  
George D. Perlman, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted:

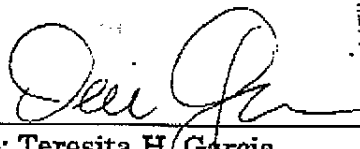
That **U.S. EQUITY MANAGEMENT CORP.**, desiring to organize  
under the laws of the State of Florida with its initial registered office as indicated in  
the Articles of Incorporation at 701 Brickell Avenue, Suite 3000, Miami, Florida  
33131 has named Intrastate Registered Agent Corporation as its agent to accept  
service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation  
named above, at the place designated in this certificate, the undersigned agrees to  
act in that capacity, to comply with the provisions of the Florida Business  
Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 2nd day of September, 1999.

**INTRASTATE REGISTERED  
AGENT CORPORATION**

By:   
Name: Teresita H. Garcia  
Title: Vice President

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