

Division of Corporations

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Florida Department of State
Division of Corporations
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From:
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DOMESTICATION

USA SYSTEMS GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$128.75

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CERTIFICATE OF DOMESTICATION

The undersigned Massoud M. Mobaraken President
(Name) (Title)

of USA Systems Group, Inc. a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was May 7, 19 93.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was USA Systems Group, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is USA Systems Group, Inc.
5. The jurisdiction that constituted the seat, slege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

Delaware

I am President of USA Systems Group, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 15th day of November, 19 99.

Massoud M. Mobaraken
President (Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

Cheryl L. Gordon, Attorney/FL Bar No. 284483
Abel, Band, Russell, Collier, Pitchford & Gordon Chartered
240 South Pineapple Avenue, Sarasota, Florida 34236
(941) 366-6660 Fax (941) 366-3999

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ARTICLES OF INCORPORATION
OF
USA SYSTEMS GROUP, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

USA SYSTEMS GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

100 Shares of Common Stock

par value of \$1.00 per share

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Cheryl L. Gordon, Attorney/FL Bar No. 284483
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ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

1819 Main Street
Suite 600
Sarasota, Florida 34236

and, the mailing address of this Corporation shall be:

P.O. Box 2740
Sarasota, Florida 34230

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Massoud M. Mobarekeh	1819 Main Street
	Suite 600
	Sarasota, Florida 34236

ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Kurt J. Miller	1707 Townhouse Drive Coram, New York 11727
H. Lincoln Miller, Jr.	773 Saint Judes Drive North Longboat Key, Florida 34228
Margaret Miller	773 Saint Judes Drive North Longboat Key, Florida 34228
Massoud M. Mobarekeh	4687 San Siro Drive Sarasota, Florida 34235

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ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Massoud M. Mobarekeh

1819 Main Street
Suite 600
Sarasota, Florida 34236

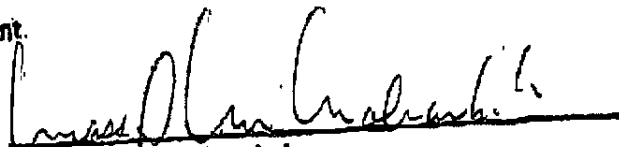
The undersigned has executed these Articles this 15th day of November, 1999.


Massoud M. Mobarekeh

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for USA SYSTEMS GROUP, INC. at the place designated in the Articles, 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.

November 15, 1999


Massoud M. Mobarekeh

"REGISTERED AGENT"

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