

CURS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P99000103120

CONTACT: CINDY HICKS

DATE: 11/29/99

REF. #: _____

CORP. NAME: USA Systems Group, Inc.

100003055071--8
-11/29/99--01064--020
*****78.75 *****78.75

- ☒ ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER: _____

STATE FEES PREPAID WITH CHECK# 2351 FOR \$ 78.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY
() CERTIFICATE OF STATUS

Examiner's Initials

FILED
99 NOV 29 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 NOV 29 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH NOV 29 1999

ARTICLES OF INCORPORATION
OF
USA SYSTEMS GROUP, INC.

99 NOV 29 PM 12:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

1000 Shares of Common Stock

par value of \$1.00 per share

ARTICLE V - PRINCIPAL OFFICE

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

773 Saint Judes Drive North
Longboat Key, Florida 34228

and, the mailing address of this Corporation shall be:

773 Saint Judes Drive North
Longboat Key, Florida 34228

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

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

H. Lincoln Miller, Jr. 773 Saint Judes Drive North
Longboat Key, Florida 34228

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director 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:

H. Lincoln Miller, Jr. 773 Saint Judes Drive North
Longboat Key, Florida 34228

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.

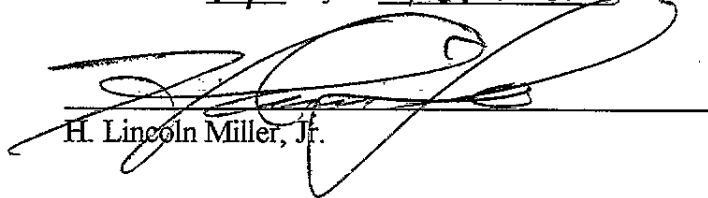
ARTICLE IX - INCORPORATOR

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

H. Lincoln Miller, Jr.

773 Saint Judes Drive North
Longboat Key, Florida 34228

The undersigned has executed these Articles this 24th day of November 1999.

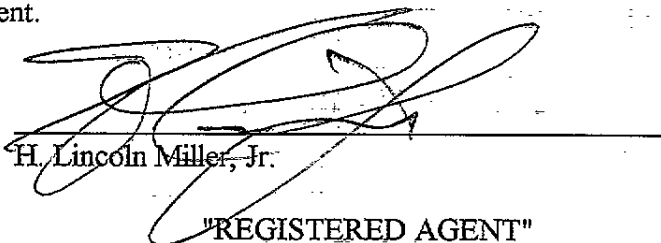


H. Lincoln Miller, Jr.

"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 24, 1999



H. Lincoln Miller, Jr.

"REGISTERED AGENT"

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TALLAHASSEE, FLORIDA