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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 AUG 25 AM 8:51
FILED

FLORIDA PROFIT CORPORATION OR P.A.

A&M PROPERTY HOLDINGS GROUP, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION

OF

A & M PROPERTY HOLDINGS GROUP, INC.

These Articles are in compliance with Chapter 607, F.S.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

A & M PROPERTY HOLDINGS GROUP, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation is:

555 N.E. 34 STREET, #1004, MIAMI, FL 33137

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 7,500 shares having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Andrew Newman, 17970 N.E. 31 Court, #4207, Aventura, FL 33160.

ARTICLE VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address: of the person(s) who are to serve as an initial director(s) is(are):

Michael Hoeflinger 555 N.E. 34 Street, #1004, Miami, FL 33137
President

Andrew Newman 17970 N.E. 31 Court, #4207, Aventura, FL 33160
Vice-President

ARTICLE VIII

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

Empire Corporate Kit of America, Inc.
1492 W. Flagler Street, Suite #200
Miami, FL 33135

The undersigned has executed these Articles of Incorporation this 24th day of AUGUST, 2000.

Ray Stormont
INCORPORATOR

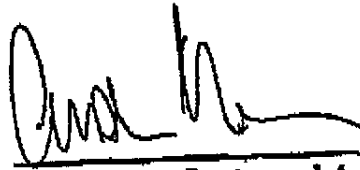
RAY STORMONT Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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.



Registered Agent
ANDREW NEWMAN

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