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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

January 11, 2001

FLORIDA DEPARTMENT OF STATE
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: **THE AMERICAS HOLDING GROUP, INC.**

300003537953--3
-01/16/01--01043--015
*****78.75 *****78.75

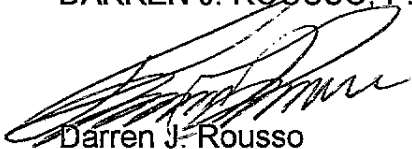
Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above named corporation. The original is to be filed with your office and a certified copy is to be returned to the undersigned in the enclosed, self-addressed stamped envelope. Also, enclosed is my check in the amount of \$78.75 to cover the fees for same.

Should you have any questions or comments, please feel free to contact the undersigned.

Thank you for your attention to this matter.

Sincerely,
DARREN J. ROUSSO, P.A.



Darren J. Roussso
For the firm

Enc.

RECEIVED JAN 18 2001

ARTICLES OF INCORPORATION
OF
THE AMERICAS HOLDING GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, each a person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is: The Americas Holding Group, Inc.

ARTICLE II - CORPORATE PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE III - CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State of Florida.

ARTICLE IV - INITIAL PRINCIPAL OFFICE

The address of the initial principal office of this corporation is: 8400 Old Cutler Road, Coral Gables, Florida 33143.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have no less than one (1) Director. The names and addresses of the Initial Board of Directors are as follows: Howard Glicken, 8400 Old Cutler Road, Coral Gables, Florida 33143.

ARTICLE VI - INITIAL OFFICERS

The name(s) of the initial officers are as follows: Howard Glicken (P, VP, Treas., & Sec.).

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: **Darren J. Rousso, Esquire, 241 Sevilla Avenue, Suite # 805, Coral Gables, Florida 33134.**

ARTICLE VIII - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.001 par value common stock which shall be designated "Common Stock."

ARTICLE IX - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: Darren J. Rousso, Esquire, 241 Sevilla Avenue, Suite # 805, Coral Gables, Florida 33134. .


IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 11 day of January, 2001.



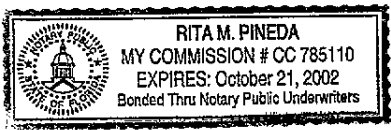
DARREN J. ROUSSO, ESQUIRE, AS
SUBSCRIBER/INCORPORATOR

STATE OF FLORIDA)
):SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DARREN J. ROUSSO, who has provided a Florida driver's license as identification and is known to me to be the person who executed the foregoing Articles of Incorporation.



NOTARY PUBLIC, STATE OF FLORIDA



**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

The undersigned, having been named to accept service of process on behalf of the corporation at the location provided herein, does hereby agree to accept the designation as registered agent. Dated this 11 day of January, 2001.



DARREN J. ROUSSO, REGISTERED AGENT

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TALLAHASSEE, FLORIDA