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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

amgb corp.

Certificate of Status	0
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ARTICLES OF INCORPORATION FOR AMGB CORP.

The subscriber to these Articles of Incorporation,a natural person, competent to contract, hereby associates to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is: **AMGB CORP.**

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

Section 1. Principal Office and mailing address of the Corporation is: 3550 Biscayne Blvd., Suite 400, Miami, FL 33137. The Board of Directors may from time to time, move the principal office to any other address within the state of Florida.

Section 2. Registered Agent is: Andrew Meltzer and his street address is: 3550 Biscayne Blvd., Suite 400, Miami, FL 33137.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV. PURPOSE.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, that a corporation may legally exercise under the laws of the State of Florida where this Corporation is formed without limitation whatsoever. In addition to the foregoing, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire or hold shares or other interests in property (tangible or intangible); Exercise rights arising out of the ownership or possession of property; Sell, hypothecate or otherwise dispose of shares or other interests in, or obligations of the Corporation, individuals, associations, partnerships, other corporations, governments or other legally organized entities;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

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(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK.

Authorized Shares. The total number of shares which this Corporation is authorized to issue is 100 at $5.00 par value per share.

All of said stock may be exchanged for cash, real or personal property, labor or services in lieu of the aforementioned, at a just valuation to be fixed by the Board of Directors of the Corporation. The Board of Directors, with approval of the majority of the stockholders, may at any time in the future designate different classes of stocks.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business shall be determined by the initial Board of Directors.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS &OFFICERS.

This Corporation shall have Two (2) Directors and Two (2) Officers initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial director(s) and officer(s) of this Corporation are:

ANDREW MELTZER: Director/ President
3550 Biscayne Blvd., Suite 400
Miami, FL 33137

GREGG BARBAGALLO: Director/ Vice President, Treasurer, Secretary
3550 Biscayne Blvd., Suite 400
Miami, FL 33137

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

The Directors of the corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

ARTICLE XI. THE INCORPORATOR.

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

Andrew Meltzer
3550 Biscayne Blvd., Suite 400
Miami, FL 33137.

ARTICLE XII. INDEMNIFICATION.

The Corporation shall indemnify the Incorporator (Subscriber), any officer or director, or any former officer or director, to the full extent permitted by law for all acts undertaken by the Incorporator, any current or former officer or director while acting in said capacity for the benefit of the Corporation. The Corporation shall reimburse the Incorporator (Subscriber) for startup costs incurred on behalf of the Corporation.

ARTICLE XIII. EFFECTIVE DATE

The effective date of the corporation shall be April 2, 2002.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of April, 2002.

Andrew Meltzer

STATE OF FLORIDA }
} ss
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Andrew Meltzer to me personally known and/or having first examined his/her driver's license as identification, is the person described hereinabove as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal at Bay Harbor Islands, Miami-Dade County, Florida, this 2nd day of April 2002.

Mark S. Weinberg, NOTARY PUBLIC, State of Florida at Large
My commission expires:

Mark S. Weinberg
MY COMMISSION # CC874073 EXPIRES
November 5, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED AND DESIGNATION OF ADDRESS
FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Florida Statutes §48.091 and Florida Statutes Chapter 607, the following is Certificate of Acceptance of Appointment as Registered Agent and Designation of Address for Service of Process Within this State Upon Whom Process May Be Served is submitted in compliance with said Florida Law.

That **AMGB CORP.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in **Miami, County of Miami-Dade, State of Florida** having appointed **Andrew Meltzer** as its Registered Agent and hereby designates 3550 Biscayne Blvd., Suite 400, Miami, FL 33137 as its registered office to accept service of process within this State.

The undersigned having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accepts said appointment, agrees to act in the capacity as the aforementioned Corporation's Registered Agent and agrees to comply with the provisions of said Acts relative to keeping the aforementioned registered office open.

Andrew Meltzer
REGISTERED AGENT

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Andrew Meltzer to me personally known as the person or having presented a drivers license as identification described hereinabove as Registered Agent, in and who executed the foregoing Acceptance of Appointment to Registered Agent.

WITNESS, my hand and official seal at Bay Harbor Islands, Miami-Dade County, Florida this 2ND day of April, 2002.

Mark S. Weinberg, NOTARY PUBLIC, State of Florida at Large
My commission expires:

Mark S. Weinberg
MY COMMISSION # CC874073 EXPIRES
November 5, 2003
BONDED THRU TROY FAIN INSURANCE INC.

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