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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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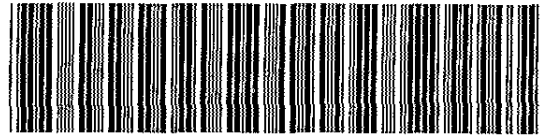
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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**TRANSMITTAL LETTER**

Date: December 3, 2003

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**SUBJECT:** AMERX-USA, INC.  
*(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)*

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Frederic Stanley, Jr.  
*Name (Printed or typed)*

260 Maitland Avenue, Suite 1500  
*Address*

Altamonte Springs, FL 32701  
*City, State & Zip*

407/682-6200  
*Daytime Telephone number*

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION OF  
AMERX-USA, INC.

ARTICLE I - NAME

The name of this corporation is AMERX-USA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, beginning in accordance with law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of no par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE/PRINCIPAL OFFICE  
AND AGENT

The street address of the initial principal office of this corporation shall be:

260 Maitland Avenue, Suite 1500  
Altamonte Springs, FL 32701

The name of the initial registered agent of this corporation at that address shall be:

Frederic Stanley, Jr.  
260 Maitland Avenue, Suite 1500  
Altamonte Springs, FL 32701

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

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TALLAHASSEE, FLORIDA

The name and address of the initial director and officer of this corporation is as follows:

David Pizzuto 640 Kingfish Road, North Palm Beach, FL 33408

ARTICLE VII - INCORPORATOR

The name and address of the person signing the Articles is:

Frederic Stanley Jr., Esq. 260 Maitland Avenue  
Suite 1500  
Altamonte Springs, FL 32701

ARTICLE VII - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX - AMENDMENT

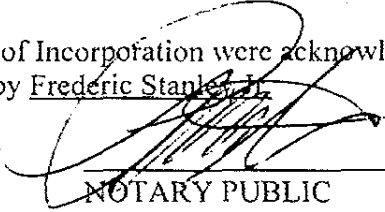
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

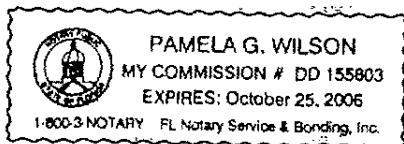
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 3, 2003.

  
\_\_\_\_\_  
Frederic Stanley Jr.  
Incorporator

STATE OF FLORIDA  
COUNTY OF Seminole

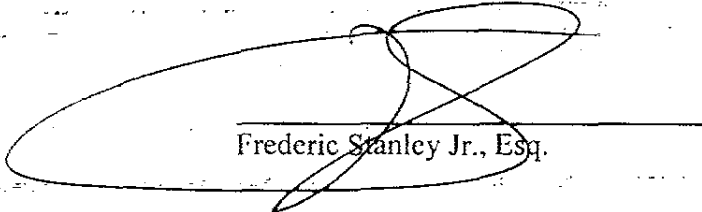
The foregoing Articles of Incorporation were acknowledged, before me, on December 3, 2003, by Frederic Stanley Jr.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission expires:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of AMERX-USA, INC., I hereby accept and agree to act in this capacity.



Frederic Stanley Jr., Esq.

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