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BENJAMIN V. HAYWOOD, P.A.

ATTORNEY AT LAW

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May 23, 1995

FEDERAL EXPRESS - PRIORITY DELIVERY

Florida Department of Revenue
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100001498471
-05/24/95--01076--020
***122.50 ***122.50

RE: Articles of Incorporation
AMERICAN QUALITY EXPORTS, INC.

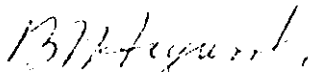
Ladies and Gentlemen:

Enclosed please find two (2) ORIGINAL fully executed instruments of the ARTICLES OF INCORPORATION for AMERICAN QUALITY EXPORTS, INCORPORATED, along with our corporate check in the amount of \$122.50, representing your \$70.00 filing fee for same, and \$52.50 for one (1) CERTIFIED COPY of the enclosed Articles of Incorporation, to be returned to us for delivery to our client. We enclose our stamped return envelope for your convenience.

If you have any questions regarding the enclosed please do not hesitate to call us immediately, COLLECT (305) 941-0111.

TIME IS OF THE ESSENCE IN THIS MATTER, and we thank you, in advance, for your prompt and ever efficient courteous timely response.

Sincerely,



B. V. HAYWOOD

BVH:bab

Enclosures

cc: William L. Balanoff

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 24 PM 3:10

6-1-95

95 MAY 24 PM 3:10

ARTICLES OF INCORPORATION
OF
AMERICAN QUALITY EXPORTS, INC.

The undersigned person does hereby subscribe to and file these ARTICLES OF INCORPORATION for the purpose of being a corporation of and under the laws of the State of Florida, by and under the provisions of the statutes of said State regulating the formation of corporations for profit.

ARTICLE I - NAME

The name of this corporation is AMERICAN QUALITY EXPORTS, INCORPORATED, and the principal address and registered office address is 915 Middle River Drive, Suite 501, Fort Lauderdale, Florida 33304.

ARTICLE II - DURATION

This corporation shall have perpetual existence and commencement of corporate existence shall be JUNE 1, 1995.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 915 Middle River Drive, Suite 501, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of this corporation at that address is WILLIAM L. BALANOFF, D.D.S.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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 or more than five. The name and address of the initial director of this corporation is:

WILLIAM L. BALANOFF, D.D.S.

915 Middle River Drive
Suite 501
Ft. Lauderdale, FL 33304

ARTICLE VIII - INITIAL OFFICERS

WILLIAM L. BALANOFF, D.D.S.

President

ARTICLE IX - INCORPORATOR

WILLIAM L. BALANOFF, D.D.S.

915 Middle River Drive
Suite 501
Ft. Lauderdale, FL 33304

ARTICLE X - BY-LAWS

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

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation upon this 23rd day of MAY, 1995.



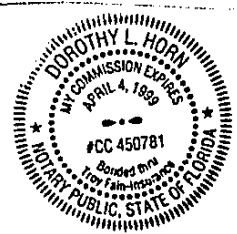
WILLIAM L. BALANOFF, D.D.S.

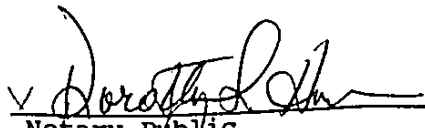
STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM L. BALANOFF, D.D.S., personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid upon this 23rd day of MAY, 1995.

(Affix Notary Seal)



✓ 

Notary Public
✓ DOROTHY L. HORN!

(Print Name of Notary Public)

My Commission Expires: ✓
My Commission Number: ✓

95 MAY 24 PM 3:10


DESIGNATION OF REGISTERED
AGENT AND ACCEPTANCE THEREOF

WILLIAM L. BALANOFF, D.D.S., of 915 Middle River Drive, Suite 501, Ft. Lauderdale, Florida 33304, is hereby designated Resident Agent for purpose of accepting service of process for the within named corporation.

ACCEPTANCE

I hereby accept the designation of Registered Agent for the within named corporation.

Dated this 23rd day of MAY, 1995.



WILLIAM L. BALANOFF, D.D.S.

This Instrument Prepared by:

B. V. HAYWOOD, Attorney at Law
BENJAMIN V. HAYWOOD, P. A.
1500 East Atlantic Boulevard
Pompano Beach, Florida 33060
Telephone: (305) 941-0111