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JACK LEVINE, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

10000 NORTH MIAMI BEACH, FLORIDA 33102
SUITE 303

TELEPHONE (305) 651-0400
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February 7, 1996

Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32301

200001711512
-02/09/96--01067--011
****122.50 ****122.50

Gentlemen:

Enclosed please find the Articles of Incorporation for **AMAZON HOLDINGS, INC.** along with a check for \$122.50.

If you have any questions regarding this new corporation, please feel free to contact me at the above address.

Sincerely,

Jack Levine CPA

Jack Levine, P.A.
Certified Public Accountants

enclosures

EFFECTIVE DATE
12/1/90

FILED
96 FEB -9 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMAZON HOLDINGS, INC.**

FILED
96 FEB -9 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-27-96

The undersigned subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts and acknowledges the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this corporation shall be:

AMAZON HOLDINGS, INC.

The principal address of this corporation shall be:

16855 N.E. 2ND AVENUE

NORTH MIAMI BEACH, FL. 33162

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things with any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in investments/finance/consulting or any activity or business permitted under the laws of the United States and/or the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: \$1 par value, 1000 shares, authorized, issued and outstanding.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuations as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE V

The street address of the initial registered office of this corporation is 16855 N.E. 2ND AVENUE, NORTH MIAMI BEACH, FLORIDA, 33162 and the name of the initial Registered Agent of this corporation at that address is JACK LEVINE.

ARTICLE VI

The numbers of Directors of this Corporation shall initially be three (3). The corporation shall be managed by the Board of Directors.

The exact number of Directors may be increased or decreased, from time to time, by the Laws of the Corporation, but at no time shall there be less than three (3) Directors.

The names and street addresses of the initial Directors of the corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

<u>NAME(S):</u>	<u>ADDRESS(ES):</u>
JACK LEVINE	16855 N.E. 2ND AVENUE, SUITE 303 NORTH MIAMI BEACH, FLORIDA 33162
JOE BALD	16855 N.E. 2ND AVENUE, SUITE 303 NORTH MIAMI BEACH, FLORIDA 33162
DAVID SILBERSTEIN	16855 N.E. 2ND AVENUE, SUITE 303 NORTH MIAMI BEACH, FLORIDA 33162

ARTICLE VII

The name and post office of the Subscribers, and the number of shares of stock are:

<u>NAME(S)</u>	<u>ADDRESS (ES)</u>	<u>SHARES</u>
JACK LEVINE	16855 N.E. 2ND AVENUE NORTH MIAMI BEACH, FLORIDA 33162	250
JOSEPH BALD	16855 N.E. 2ND AVENUE NORTH MIAMI BEACH, FLORIDA	250
DAVID SILBERSTEIN	16855 N.E. 2ND AVENUE NORTH MIAMI BEACH, FLORIDA	500

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, partnership, person, or other entity and no act of any of the directors, officers, or stockholders of this corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director, an officer or stockholder such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer, or stockholder of such other corporation, or not so interested.

ARTICLE IX

This corporation reserves the right to name, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereing prescribed by statute, and any rights conferred upon the stockholders are subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT AMAZON HOLDINGS, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF NORTH MIAMI BEACH,
STATE OF FLORIDA, HAS NAMED JACK LEVINE FROM THE CITY OF NORTH
MIAMI BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

DATE

Jack Levine
Resident
2/7/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

DATE

Jack Levine
2/7/96

JACK LEVINE IS THE INCORPORATOR TO THESE ARTICLE OF INCORPORATION
AND HIS ADDRESS IS: 16855 N.E. 2ND AVENUE
NORTH MIAMI BEACH, FLORIDA
33162

FILED
FEB -9 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

IN WITNESS WHEREOF, the undersigned, being the original Subscriber to the capital stock hereinabove names, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and agreeing to take the number of shares hereinabove set forth, this 7 day of FEBRUARY 19 96

[Signature]
NAME

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared to me well known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at said county and state, this 7TH day of FEBRUARY, 1996

[Signature]

Notary Public, State of
Florida
My Commission Expires:

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"OFFICIAL NOTARY SEAL"  
ANTONIO G. DUQUE, JR.  
Notary Public, State of Florida  
Commission No. CC272963  
My Commission Expires 4/24/97  
Bonded Through Fla. Notary Service & Bonding Co.  
1-800-3-NOTARY  
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