

CPA

89700000-9070

American Institute of Certified Public Accountants

Florida Institute of Certified Public Accountants

J.P. SPILLANE, Certified Public Accountant
12788 W. Forest Hill Blvd., Suite 2005
Wellington, FL 33414
Office (407) 790-1488
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January 22, 1997

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-01/24/97-01101-003
*****70.00 *****70.00

Secretary of State
Corporation Records Bureau
Department of State
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 JAN 24 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please see enclosed original and copy of Articles of Incorporation for American G. K. Group, Inc.

Also please see enclosed check in the amount of \$ 70.00 to cover the costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please call the number listed.

Thank You.

Sincerely,

J.P. Spillane
J. P. Spillane, C. P. A.

JPS:wsk

F. CHESONA JAN 30 1997

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Cancel 97 4826

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

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JAN 24 AM 9:35
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of this corporation shall be:

American G. K. Group, Inc.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than ten dollars.

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the corporation shall be: 2240 Palm Beach Lakes Blvd., 4th Floor
West Palm Beach, FL 33409

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially.

The number of directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Stuart Katz
Fred Gordon
2240 Palm Beach Lakes Blvd.
4th Floor
West Palm Beach, FL 33409

ARTICLE VIII, INCORPORATOR

The name and address of the incorporators:

Stuart Katz
Fred Gordon
2240 Palm Beach Lakes Blvd.
4th Floor
West Palm Beach, FL 33409

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and shareholders.

ARTICLE X, AMENDMENT

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

ARTICLE XI, REGISTERED AGENT AND OFFICE

The Registered Agent, Fred Gordon, accepts this position signed below:



Fred Gordon

The registered office will be located at 2240 Palm Beach Lakes Blvd., 4th Floor, West Palm Beach, FL 33414.



Fred Gordon

In witness whereof, the undersigned, as subscribing incorporators, have hereinto set their hands and seals this 22nd day of January, 1997, for the purpose of forming this corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



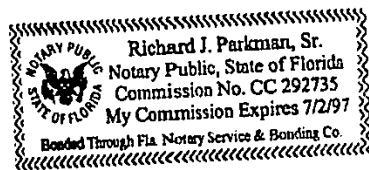
Stuart Katz



Fred Gordon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 22 day of JANUARY, 1997, by STUART KATZ AND FRED GORDON, who is personally known to me or who produced a _____ as identification.





Notary Public, State of Florida

Richard J. Parkman, Sr.

(Seal)