ARRINGTON & MARTINEZ COMPANY, P.A.
Certified Public Accountants & Consultants

P97000024244

March 6, 1997

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****122.50 ****122.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Please find enclosed a check for $122.50 to cover the basic corporation fees required by the State of Florida for new corporations registering within the State.

Filling Fee	$ 35.00
Certified Copy	$ 52.50
Registered Agent Registration	$ 35.00
	$122.50

If there are any questions or clarifications needed please contact Jorge L. Martinez, CPA, at 407-677-7372.

EFFECTIVE DATE
3-6-97

Very truly yours,

Jorge L. Martinez, CPA

FILED
97 MAR 12 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PK 3/18/97

Lakeview Office Park • 1035 S. Semoran Blvd., Suite 1011 • Winter Park, FL 32792 • 407-677-7372 • Fax 407-677-6920

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97 MAR 12 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

AMC Real Estate, Inc.

EFFECTIVE DATE
3-6-97

The undersigned incorporator to these Articles of Incorporation forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

NAME

The name of this corporation is AMC Real Estate, Inc. (the "Corporation") and it will be organized as a for profit corporation.

ARTICLE II

TERMS OF EXISTENCE

The date upon which the corporate existence shall commence shall be March 6, 1997 and the Corporation shall have perpetual existence thereafter.

ARTICLE III

NATURE OF BUSINESS

The Corporation is organized for the following purpose:

As a real estate investment company engaged in the rental, investing, and management of real estate in the state of Florida.

ARTICLE IV

POWERS

The corporation shall have power:

(a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name and in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of other interests in, or obligation of the United States or of any other government, state, territory, governmental district, or municipality or for any instrumentality thereof.

(h) To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and later bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs for the Corporation.

(m) To make donations for the public welfare or for the charitable, scientific, or educational purposes.

(n) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policies.

(o) To pay pensions and establish pension plans, profit sharing plans, stock plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiary.

(p) To be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of $.20 par value common stock, which shall be designated common shares. The common stock of the Corporation shall qualify as Small Business Company Stock pursuant to Section 1244 of the Internal Revenue Code.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of the Corporation is 1035 S. Semoran Blvd., Suite 1011, Winter Park, FL 32792, and the name of its initial registered agent at such address is Jorge L. Martinez, CPA.

ARTICLE VII

BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and street address of the initial directors of the Corporation, whom shall serve until their successors are duly elected and qualified is:

NAME	ADDRESS
J. Lee Arrington, III, CPA	801 Thunder Trail Maitland, FL 32751

Jorge L. Martinez, CPA

348 Turnstone Way

Orlando, FL 32828

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
Jorge L. Martinez, CPA	1035 S. Semoran Blvd.,Suite 1011 Winter Park, FL 32792

ARTICLE IX

SPECIAL PROVISION

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

FILED
97 MAR 12 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII

CUMULATIVE VOTING

There shall be cumulative voting for the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 6th day of March, 1997.

Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of March 1997, by JORGE L. MARTINEZ
Incorporator

SEAL:

EDITH BORT
My Commission CC463365
Expires May. 14, 1999
Bonded by ANB
800-852-5878

Notary Public, State of Florida at Large

****

ACCEPTED BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, 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.

Dated:

Registered Agent