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1201 Hays Street

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DIVISION OF CORPORATION

CSC networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 602108 80362A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : May 19, 1995

ORDER TIME : 10:30 AM

ORDER NO. : 602108

800001495548

CUSTOMER NO: 80362A

CUSTOMER: Mark Horn, Esq
Mark Horn, Esq
Suite 211
18800 Northwest 2nd Avenue
Miami, FL 33169

FOREIGN FILINGS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 22 PM 12: 19

VA 5/22

NAME: AMERICAN WEALTH, INC.

XXX PROFIT
_____ NON-PROFIT

_____ CORPORATE
_____ LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XXXX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. American Wealth, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. May 5, 1995
(Date of Incorporation)

4. Perpetual
(Duration)

5. 593314192
(Federal Employer Identification number, if applicable)

6. May 1st 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 18800 NW 2nd Avenue, Miami FL 33169
(Current mailing address)

8. All lawful activities
(Corporate purpose and nature of business in which it is engaged in Florida)

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DIVISION OF CORPORATIONS
95 MAY 22 PM 12:

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: ______
Address: ______

Vice Chairman: ______
Address: ______

Director: ______
Address: ______

Director: ______
Address: ______

9. Officers:

President: Harry Basher
Address: 18800 NW 2nd Avenue
Miami FL 33169

Vice President: Mark Horn
Address: 18800 NW 2nd Avenue
Miami FL 33169

Secretary:
Address:

Secretary/Treasurer: Steven Siegel
Address: 18800 NW 2nd Avenue
Miami FL 33169

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. **Name and Street address of Florida registered agent:**

Name: Mark Horn
Office Address: 18800 NW 2nd Avenue, Suite 211
Miami, Florida 33169
Zip Code

11. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I futher agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: Mark Horn

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Harry Charles Basher
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Harry Basher - President
(Name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN WEALTH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 22 PM 12:19

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7511522

DATE: 05-19-95