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October 15, 1998

OF COUNSEL
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ROBERT E. SCHUR

SENIOR COUNSEL
WM. A. DAWES

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: Articles of Incorporation for AMS Gold Ray, Inc., a not
for profit corporation

Dear Sir/Madam:

Enclosed please find the following:

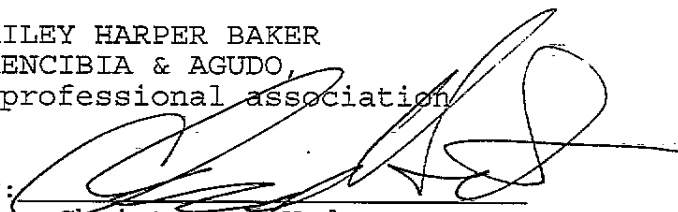
1. The original and one copy of the Articles of Incorporation for AMS Gold Ray, Inc., a not for profit corporation formed under the Florida Business Corporation Act.
2. A Certificate of Designation of Registered Agent, signed by the Registered Agent.
3. A check in the amount of \$70.00, payable to the Secretary of State of Florida, representing payment of the filing fee for the Articles of Incorporation and for the Certificate of Designation of and Acceptance by Registered Agent.

Please return to the undersigned at the above address, the proof of incorporation.

Very truly yours,

Sincerely,

BAILEY HARPER BAKER
ARENCIBIA & AGUDO,
a professional association

By: 
Christopher Hudson
Paralegal Clerk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 OCT 19 PM 12:49

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Guy B. Bailey, Jr., Esquire
Name (Printed or typed)

B. BROCK OCT 20 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
AMS GOLD RAY GROUP, Inc.
A Florida Not-For-Profit Corporation

ARTICLE I - NAME

The name of this Corporation is AMS GOLD RAY GROUP, Inc.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a not-for-profit Corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual; and the Corporation's existence shall commence upon the filing of these Articles by the Department of State.

ARTICLE IV - GENERAL OR SPECIFIC PURPOSES

The purpose or purposes for which the Corporation is organized are:

To take and hold by bequest, devise, gift, purchase, lease or otherwise, any property real or personal, without limitation as to value, insofar as the same may be held by a non-profit corporation organized under the Florida Corporations Not For Profit law.

To hold, maintain, use, convey, sell or dispose of such property and to invest, reinvest, administer, collect and receive the income and profits thereof, and expend the principal thereof and the income therefrom, in any manner as may be permitted by law and as, in the judgment of the Board of Directors, will best promote the purposes for which the Corporation is organized;

Subject to the restrictions and limitations hereinafter set forth, to hold, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, cultural or educational purposes by such agencies and means as shall, from time to time, be found appropriate therefor, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended; and

To have in furtherance of these purposes, all of the powers conferred upon or permitted to corporations organized under the Florida Not For Profit Corporation Act.

ARTICLE V - PRIVATE FOUNDATION STATUS

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any private

individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by § 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self dealing as defined in § 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in § 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under § 4944 of the Internal

Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in § 4945(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under § 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 and said Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI - SCOPE OF ACTIVITY

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in

furtherance of the exempt purposes of organizations set forth in § 501(c) of the Internal Revenue Code of 1986 and the Regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

ARTICLE VII - INCORPORATORS AND DIRECTORS

The name and address of the subscriber of these Articles of Incorporation is: Guy B. Bailey, Jr., Esquire
300 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623

The powers of this Corporation shall be exercised, its properties controlled and its affairs shall be conducted by a Board of Directors.

There shall be three (3) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

1. Anne Masters Sholtz, Ph. D.
2. Guy B. Bailey, Jr.
3. Wm, Bruce Harper, Jr.

The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to its Bylaws, but shall never be less than three (3).

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or

collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote by the Board of Directors. Any certificate or document filed under any provision of law which relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at

BAILEY HARPER BAKER
ARENCIBIA & AGUDO
300 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623

The initial registered agent of the Corporation at that address shall be Guy B. Bailey, Jr., Esquire

ARTICLE IX - MEMBERSHIP

The qualification for Members and the manner of admission shall be regulated by the Bylaws.

ARTICLE X - AMENDMENT OF ARTICLES

The Articles of Incorporation of this Corporation may be amended from time to time, provided that any such amendment shall

conform to the procedure set forth in Section 607.017 of the Florida Statutes.


ARTICLE XI - BYLAWS

The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by a resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

ARTICLE XII - DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of October, 1998.


Guy B. Bailey, Jr., Esquire
Incorporator

STATE OF FLORIDA)

SS:

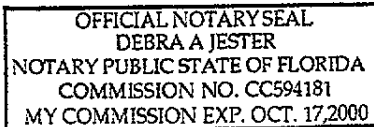
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Guy B. Bailey, Jr., to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13 day of October, 1998.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires :



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 AMS Gold Ray Group, Inc., A NOT-FOR-PROFIT
CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS NAMED Guy B.
Bailey, Jr., LOCATED AT 300 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

AMS Gold Ray Group, Inc.


By: 
Guy B. Bailey, Jr.

TITLE: Incorporator

DATE: October 13, 1998

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.

REGISTERED AGENT

By: 
Guy B. Bailey, Jr.

DATE: October 13, 1998

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