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FILED
00 SEP 18 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 13, 2000

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

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-09/18/00--01058--023
****157.50 *****78.75


RE: AMA VENTURES, INC.

Dear Sir or Madam:

Enclosed herewith are the Articles of Incorporation for AMA Ventures, Inc., along with the filing fee of \$78.75. Please forward proof of filing of the articles to this office.

Thank you for your assistance in this matter.

Sincerely,


Carmen C. Ferreira

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9-19

ARTICLES OF INCORPORATION
OF
AMA VENTURES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF THE CORPORATION

The name of the Corporation shall be AMA VENTURES, INC. (the "Corporation"). The initial address of the Corporation shall be 3635 NW 78 Ave., Miami, FL 33166.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by the Corporation are to transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited nor restricted by reference to, or inference from, any provisions in this or any other article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
STOCK

The authorized capital stock of the Corporation shall consist of 500 shares of Common Stock with a par value of \$1.00 per share.

**ARTICLE IV
INCORPORATOR**

The name and street address of the incorporator of the Corporation is as follows:

Carmen C. Ferreira, Esq.
6262 Bird Rd. #2C
Miami, FL 33155

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida shall be 6262 Bird Rd. #2C, Miami, FL 33155. The name of the initial registered agent of the Corporation at the above address shall be Carmen C. Ferreira, Esq.

**ARTICLE VII
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of three (3) persons.

**ARTICLE VIII
BY-LAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE IX
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

**ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE**


The existence of the Corporation shall, in accordance with Florida law, commence on the date of filing of these articles.

**ARTICLE XIII
PREEMPTIVE RIGHTS**

The corporation elects to grant preemptive rights to its shareholders.

IN WITNESS WHEREOF, the above-named incorporator signed these Articles of Incorporation this 13th day of SEPTEMBER, 2000.

By: _____


Carmen C. Ferreira, Esq.
Incorporator

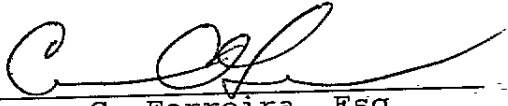
**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 607.0501, Carmen C. Ferreira, Esq. submits the following statement in designating the registered office/registered agent, in the State of Florida:

Registered office: 6262 Bird Rd. #2C, Miami, FL 33155.

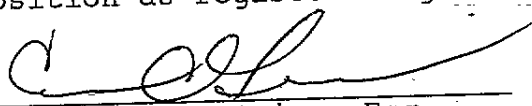
Initial Registered Agent: Carmen C. Ferreira, Esq.

By: _____


Carmen C. Ferreira, Esq.
Incorporator

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

By: _____


Carmen C. Ferreira, Esq.
Registered Agent

Date: _____

9/13/00

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