



THE UNITED STATES  
CORPORATION  
COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 845170 5021572

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : September 27, 2000

ORDER TIME : 1:31 PM

ORDER NO. : 845170-005

CUSTOMER NO: 5021572

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CUSTOMER: J. Bennett Grocock, Esq  
The Business Law Group

Suite 601  
205 East Central Boulevard  
Orlando, FL 32801

DOMESTIC FILING

NAME: AMIGOS HOLDING COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

PH  
9/27/00

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 SEP 27 PM 2:32

RECEIVED

ARTICLES OF INCORPORATION  
OF  
AMIGOS HOLDING COMPANY, INC.

FILED

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The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**Name of Corporation**

The name of the corporation is:

AMIGOS HOLDING COMPANY, INC.

**ARTICLE II**  
**Commencement of Business**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III**  
**Purpose**

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

**ARTICLE IV**  
**Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares of Common Stock, par value \$.001 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

**ARTICLE V**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 140 N. Westmonte, Suite 203, Altamonte Springs, Florida 32714. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

**Name**

**Address**

Andrew A. Hyltin

140 N. Westmonte Drive  
Suite 203  
Altamonte Springs, FL 32714

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have one (1) director initially. The name and address of the initial director is as follows:

**Name**

**Address**

Andrew A. Hyltin

140 N. Westmonte Drive  
Suite 203  
Altamonte Springs, FL 32714

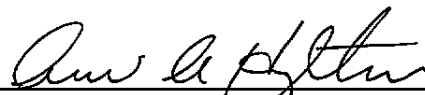
**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 140 N. Westmonte Drive, Suite 203, Altamonte Springs, Florida 32714, and the registered agent at this address is Andrew A. Hyltin.

**ARTICLE X**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 26 day of September, 2000.

  
\_\_\_\_\_  
Andrew A. Hyltin, Incorporator

\_\_\_\_\_  
**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

**FILED**  
**00 SEP 27 PM 3: 46**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

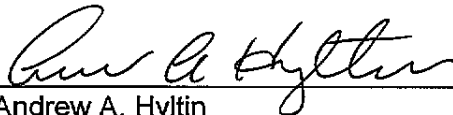
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Amigos Holding Company, Inc.  
desiring to organize under the laws of the State of Florida with  
its registered office, as indicated in the Articles of Incorporation, at 140 N. Westmonte  
Drive, Suite 203, Altamonte Springs, County of Seminole, State of Florida 32714, has  
named Andrew A. Hyltin, City of Altamonte Springs, County of Seminole, State of  
Florida 32714, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the  
corporation named above, at the place designated in this certificate, I hereby accept  
the appointment as registered agent and agree to act in that 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.

REGISTERED AGENT:

  
\_\_\_\_\_  
Andrew A. Hyltin