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June 21, 2001

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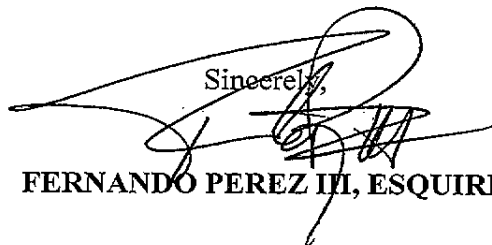
Florida Department of State
Division of Corporations (New Corp.)
P.O. Box 6327
Tallahassee, Florida 32314

RE: AMERICA SOURCES, INC.

Dear Division of Corporations:

Enclosed please find an original and a copy of the Articles of Incorporation and Registered Agent Designation for **AMERICA SOURCES, INC.** together with a check for the appropriate filing fees.

Sincerely,


FERNANDO PEREZ III, ESQUIRE

Enc.

FILED
2001 JUN 25 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

gf 6/27/01

FILED

**ARTICLES OF INCORPORATION
OF
AMERICA SOURCES, INC.**

2001 JUN 25 AM 11:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME, PRINCIPAL ADDRESS AND MAILING ADDRESS

The name of the Corporation shall be **AMERICA SOURCES, INC.** The principal and mailing address of the corporation shall be 3601 Swann Ave., Ste. 206, Tampa, Florida 33609.

ARTICLE II - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE III - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

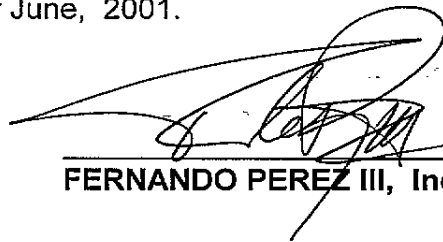
ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602, and the name of the initial registered agent of the Corporation at that address is **FERNANDO PEREZ III.**

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is **FERNANDO PEREZ III, 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602.**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of June, 2001.



FERNANDO PEREZ III, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED

2001 JUN 25 AM 11:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the, Florida Statutes, the following is submitted:

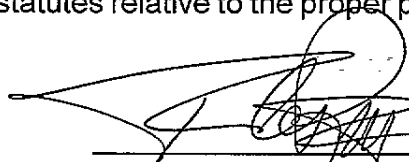
That **AMERICA SOURCES, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal office at 3601 Swann Ave., Ste. 206, Tampa, Florida 33609, has designated **FERNANDO PEREZ III**, 101 E. Kennedy Blvd., Suite 3200, Tampa, Florida 33602, as its agent to accept service of process within Florida.

Dated: June 21, 2001



FERNANDO PEREZ III, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.



FERNANDO PEREZ III, Registered Agent