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To:
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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

AP Holdings Group, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
AP Holdings Group, Inc.

Article II. Address

The Corporation's mailing address is:
AP Holdings Group, Inc.
95 Merrick Way
Suite 514
Coral Gables FL 33134

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Jorge L. Piedra
95 Merrick Way
Suite 514
Coral Gables FL 33134

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Anolan G. Peña

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jorge L. Piedra, Esquire | FL Bar Member
Jorge L. Piedra, P.A.
95 Merrick Way
Suite 514
Coral Gables FL 33134
305-444-7311
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

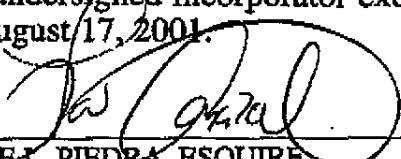
The name and address of the incorporator is:

Jorge L. Piedra, Esquire
Jorge L. Piedra, P.A.
95 Merrick Way
Suite 514
Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 17, 2001.

The undersigned incorporator executed these Articles of Incorporation on August 17, 2001.



JORGE L. PIEDRA, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Jorge L. Piedra, Esquire | FL Bar Member
Jorge L. Piedra, P.A.
95 Merrick Way
Suite 514
Coral Gables FL 33134
305-444-7311
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

AP Holdings Group, Inc.

REGISTERED AGENT/OFFICE:

Jorge L. Piedra
95 Merrick Way
Suite 514
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JORGE L. PIEDRA
by F.E. Cammarata as attorney-in-fact

Date: August 17, 2001

Jorge L. Piedra, Esquire | FL Bar Member
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