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VIA FEDERAL EXPRESS

August 23, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/24/01--01051--005
*****78.75 *****78.75

RE: ARTICLES OF INCORPORATION OF AMV COMMUNICATIONS, INC.

Dear Sir or Madam:

We are enclosing the Articles of Incorporation of AMV Communications, Inc. for filing together with a conformed copy. Please file said corporation immediately and return a certified copy of the document to us. We are also enclosing check in the sum of \$78.75 payable to the Florida Department of State which covers your filing fee and certified copy fee. Thank you for your assistance in this matter.

Very truly yours,

LUCIO BRONSTEIN, ET AL.

George Befeler
GEORGE BEFELER, ESQ.

Signed in Mr. Befeler's absence to avoid
delay in mailing

GB:sr

Enclosures

G:\Forms\Corporate\SecState.corp.ltr.doc

FILED
01 AUG 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch AUG 24 2001

ARTICLES OF INCORPORATION
OF
AMV COMMUNICATIONS, INC.

FILED
01 AUG 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is AMV COMMUNICATIONS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is **ONE HUNDRED (100) SHARES** of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until the successors are elected and qualified are:

**Ana Maria Ventura
555 Crandon Boulevard
Apartment No. 73
Key Biscayne, Florida 33149**

SEVENTH: The name and address of the incorporator is:

**George Befeler, Esq.
80 Southwest 8th Street, Suite 3100
Miami, Florida 33130**


EIGHTH: The name and address of the initial registered agent and the initial registered office are:

**George Befeler, Esq.
80 Southwest 8th Street, Suite 3100
Miami, Florida 33130**

NINTH: The principal office of the corporation is:

555 Crandon Boulevard
Apartment No. 73
Key Biscayne, Florida 33149


DATED: August 23, 2001



GEORGE BEFELER, ESQ.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

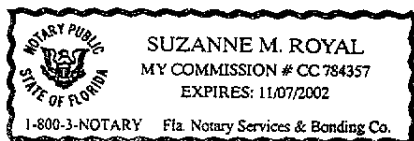
I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

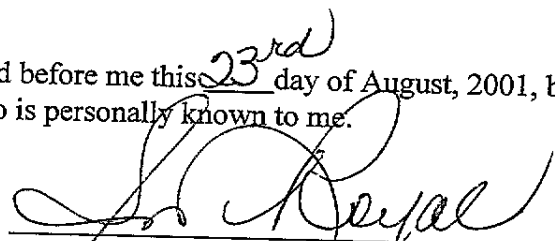


GEORGE BEFELER, ESQ.
Initial Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 23rd day of August, 2001, by GEORGE BEFELER who did take an oath and who is personally known to me.





Notary Public, State of Florida at Large
My Commission Expires: