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TRANSMITTAL LETTER

Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: THE AMD GROUP, INC.

000005147050--8
-03/22/02--01070--013
*****78.75 *****78.75

Enclosed is an original and (1) copy of the articles of incorporation and a check for \$78.75 for the Filing Fee and Certificated Copy.

FROM: Myrtho Charles
851 W. Oakland Park Blvd.
2nd Floor
Oakland Park, FL 33311

FILED
02 MAR 22 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE MAR 28 2002

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**ARTICLES OF INCORPORATION
OF
THE AMD GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I – NAME

The name of the Corporation is **THE AMD GROUP, INC.**

ARTICLE II – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III – PRINCIPAL OFFICE

The address of the principal office of this Corporation is:

**The AMD Group, Inc.
851 W. Oakland Park Blvd.
2nd Floor
Oakland Park, FL 33311**

ARTICLE IV – INCORPORATOR

The name and street address of the incorporator of this corporation is **Myrtho Charles**, whose address shall be the same as the principal office of the Corporation.

ARTICLE V – OFFICER

The officer of the Corporation shall be:

President: Myrtho Charles

Whose address shall be the same as the principal office of the Corporation.

ARTICLE VI – DIRECTOR(S)

The Director of the Corporation shall be:

Myrtho Charles

Whose address shall be the same as the principal office of the Corporation.

ARTICLE VII – CORPORATION CAPITALIZATION

- VII (A) The maximum number of shares that this corporation is authorized to have outstanding at any time is Five Hundred Thousand (500,000) shares of common stock, each having a par value of OMIT (not required to submit).
- VII (B) No holder of share of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer and preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- VII (C) The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.
- VII (D) The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- VIII (A) The shareholders of this Corporation may elect, and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

VIII (B) After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

VIII (C) Once the Corporation has elected to be an S Corporation, each share of stock issued by the Corporation shall contain the following legend:

"The shares of stock represented by this certification cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE X – POWER OF CORPORATION

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE XI – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name on any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation. The Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered agent and registered office of this Corporation are:

**Myrtho Charles
851 W. Oakland Park Blvd.
2nd Floor
Oakland Park, FL 33311.**

ARTICLE XIV – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmation vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI – AMENDMENT

The Corporation reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable status of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21st day of March, 2002.


Myrtho Charles, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I, **Myrtho Charles**, having been named registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Myrtho Charles, Incorporator

FILED
MAR 22 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA