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From: Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

American Brokerage & Investment Group, Inc.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN BROKERAGE & INVESTMENT GROUP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is American Brokerage & Investment Group, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is American Brokerage & Investment Group, Inc., 801 Brickell Avenue, Suite 900, Miami, FL 33131.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is ten million (10,000,000) shares consisting of (i) nine million (9,000,000) shares of common stock, par value \$0.01 per share and (ii) one million (1,000,000) shares of preferred stock, par value \$0.01 per share. Classes and series of the common stock and the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of common stock or preferred stock as adopted by the Board of Directors.

**ARTICLE IV
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is American Information Services, Inc.

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ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of the Corporation is Carolyn Philip, c/o American Brokerage & Investment Group, Inc., 801 Brickell Avenue, Suite 900, Miami, FL 33131.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on October 25, 2002.



Carolyn Philip
Sole Incorporator

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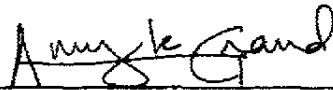
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **AMERICAN BROKERAGE & INVESTMENT GROUP, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25th day of October, 2002.

AMERICAN INFORMATION SERVICES, INC.



Amy Le Grand, Assistant Secretary

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