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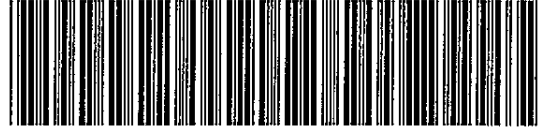
(Business Entity Name)

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RODNEY DURRANCE, JR., Attorney at Law

P.O. BOX 7787

Winter Haven, FL 33883 (863) 294-0051

Office: 581 Avenue K, S.E., Winter Haven, Florida

April 14, 2004

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: American Amalgamated Properties, Inc.

Gentlemen:


Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, a Certificate of Designation Registered Agent/Registered Office and a check in the amount of \$78.75.

Please return a copy of the Articles showing the date filed to:

Rodney Durrance, Jr., Esquire
P.O. Box 7787
Winter Haven, FL 33880-7787

Thank you.

Sincerely,

BY 
Jane Zeller
Secretary to Rodney Durrance, Jr.

/jaz
Enclosures

ARTICLES OF INCORPORATION
OF
AMERICAN AMALGAMATED PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation is: American Amalgated Properties, Inc.

ARTICLE II PURPOSE

The special purpose of the business is: real estate acquisition and management and any other purpose allowable by law.

ARTICLE III CAPITAL STOCK

A. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be (5,000) shares of voting common stock, par value per share (\$1.00). All stock issued shall be fully paid and non-assessable.

B. The shares of stock to be issued by the corporation shall be issued, accepted, and held subject to the following provisions and restrictions upon sales and transfers thereof:

(1.) None

(2.) In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer, any stock or share of stock in the corporation, such stockholder must by giving written notice of such desires to a majority of the Board of Directors, first afford to the corporation or the nominee of the Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing between such stockholders and the corporation or such nominee, or in default of such agreement, at a price equal to the book value of said stock, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been completed and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV PERPETUAL EXISTENCE

The said corporation shall have perpetual existence.

ARTICLE V PRINCIPAL OFFICE

The principal office of said corporation is to be located at: 581 Avenue K, S. E., Winter Haven, FL 33880.

ARTICLE VI NUMBER OF DIRECTORS

There shall not be less than (one) nor more than (three) Directors of said corporation; provided, however, that the number of Directors of said corporation may be increased in any manner now or hereafter authorized by law.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The names of the first Board of Directors, and their addresses, who, subject to the provisions herein contained and of the By-laws of said corporation and of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are the following:

<u>Name</u>	<u>Address</u>
Rodney Durrance, Jr.	P.O. Box 7787 Winter Haven, FL 3

ARTICLE VIII INCORPORATORS

The name and post office address of the subscriber of these Articles, and the number of shares of stock of said corporation which she agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Rodney Durrance, Jr.	P.O. Box 7787 Winter Haven, FL 33883	5000

IX OFFICERS

The officers of said corporation shall be a President, Vice-President, Secretary and

Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and Directors shall be chosen in such manner, shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE X RIGHT TO AMEND

Said corporation reserves the right to amend, alter or change or repeal any provision contained in these Articles in the manner now or hereafter permitted by law or prescribed by Statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE XI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

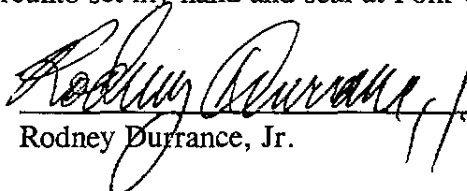
Name

Address

Rodney Durrance, Jr., Esquire

581 Avenue K, S.E., Winter Haven, FL 33880

IN WITNESS WHEREOF, I, the undersigned, being such and all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida and in pursuance of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, do hereby jointly and severally declare and certify that the facts herein stated are true and that I have associated myself together for the purpose of becoming a corporation under the said Laws of the State of Florida, and to hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly I have hereunto set my hand and seal at Polk County, Florida, this 14th day of April 2004.

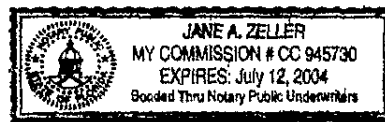
 (SEAL)
Rodney Durrance, Jr.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledge before me this 14th day of April 2004, by Rodney Durrance, Jr., President of American Amalgamated Properties, Inc., a Florida

corporation, on behalf of the corporation. He is personally known to me or has produced 1/18
_____ as identification and who did (did not) take an oath.

Notary Jane A. Zeller (SEAL)



CERTIFICATE OF DESIGNATION

REGISTERED AGENT\REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida submits the following statement in designating the registered office\registered agent, in the state of Florida.

1. The name of the corporation is: American Amalgamated Properties, Inc.
2. The name address of the Registered Agent and office is:
Rodney Durrance, Jr., Esquire, 581 Avenue K, S.E., Winter Haven, FL 33880.

Signature Rodney Durrance, Jr.
(Corporate Officer)
Title President
Date April 14, 2004

FILED
04 APR 16 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature Rodney Durrance, Jr.
Date April 14, 2004