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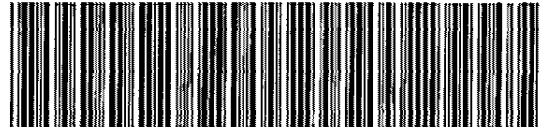
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BODZIN & BODZIN
ATTORNEYS AT LAW

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914-5697

June 1, 2004

SECRETARY OF STATE
Attn: DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

Re: A & M GROUP ENTERPRISES, INC.

Ladies and Gentlemen:

I am enclosing herewith proposed Articles of Incorporation for the corporation named in the caption, together with my trust account check in the sum of \$78.75, representing filing fee and certification.

I trust that you will find the documentation in order and I thank you for your usual very kind attention and cooperation.

Sincerely yours,


SIDNEY M. BODZIN

SMB:rmd
Enclosures (2)

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2004 JUN -7 P 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

A & M GROUP ENTERPRISES, INC.

THIS IS TO CERTIFY that We, the undersigned, for the purpose of forming a corporation under the provisions of Florida Statutes 2003, Chapter 607, and statutes amendatory thereof and supplementary thereto, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, and we do certify that:

1. The name of the corporation is:

A & M GROUP ENTERPRISES, INC.

2. The major purpose of the corporation will be to engage in the business of buying, selling and otherwise dealing in computer software and hardware and related businesses. In addition, the general nature of the business transacted shall be:

To engage in any one or more of the businesses and to exercise any or all the powers authorized and permitted by the said Statutes to corporations formed thereunder.

Further, and not by way of limitation of the preceding paragraph, to enter into and perform contracts of every kind and nature; to act as agent and representative of other persons and corporations; to own, buy, sell, mortgage or lease real and personal property of every kind and nature and wheresoever situate.

3. The amount of capital stock authorized shall be FIVE THOUSAND (5,000) shares of Common Stock at a par value of ONE (\$1.00) DOLLAR per share.

4. The corporation shall commence business with not less than FIVE HUNDRED (\$500.00) DOLLARS in cash.

5. The corporation shall have perpetual existence.

6. The post office address of the principal office of the corporation shall be:

12500 S.W. 6th Street, Unit N-308
Pembroke Pines, FL 33027

7. There shall be two (2) directors initially. The number of directors may be changed by a majority vote of the directors then in power.

8. The name and post office address of the members of the first Board of Directors, and the Officers, who, subject to the By-Laws of this corporation, shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

MICHELLE M. SEDRISH	President and Director
3450 Emerald Pointe Drive #205-B	
Hollywood, FL 33021	

AARON GUERAMI	Secretary-Treasurer and
100 Lake Meryl Drive, Apt. #104	Director
West Palm Beach, FL 33411	


9. The name and post office address of the subscribers to these Articles of Incorporation, and a statement of the number of shares of stock which each agree to take and the value of the consideration therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
MICHELLE M. SEDRISH	Same as Above	250	\$250.00
AARON GUERAMI	Same as Above	250	\$250.00

10. The corporation designates as its registered office the office of BODZIN & BODZIN, Attorneys at Law, Suite 228, 1031 Ives Dairy Road, Miami, Florida 33179, and SIDNEY M. BODZIN as its registered agent, and he does hereby accept to act in this capacity, and agrees to comply with the provisions of the Statute relative to keeping open said office at the above address.

11. The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Florida, this 17th day of May, 2004.


MICHELLE M. SEDRISH
Incorporator/Subscriber


AARON GUERAMI
Incorporator/Subscriber

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2004 JUN -7 P 4:42

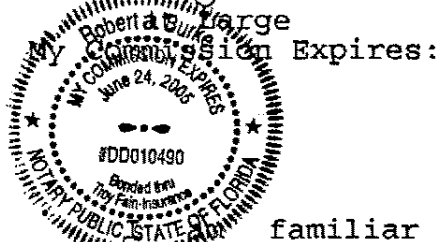
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA]
 : ss.
COUNTY OF BROWARD]


ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHELLE M. SEDRISH and AARON GUERAMI, to me well known or who provided the following form of identification _____, to be the persons described as subscribers in, and who executed the foregoing Articles of Incorporation, and, after taking an oath, acknowledged before me that they subscribed to said Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me the 17th day of May, 2004.


NOTARY PUBLIC, State of Florida



familiar with and accept the duties and responsibilities as registered agent for said corporation.


SIDNEY M. BODZIN
Registered Agent