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STUART H. ABRAMSON

Attorney & Counselor at Law

Gables One Tower, Suite 1150
1320 South Dixie Highway
Coral Gables, FL 33146
Telephone: 305/667-6688
Facsimile: 305/662-4864

July 30, 2004

State of Florida
Secretary of State/Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: A F & M Financial Services, Inc.


Dear Sir or Madam:

Enclosed please find the following documents for processing, to wit:

1. Articles of Incorporation: A F & M Financial Services Inc.
2. Designation and Acceptance: Resident Agent
3. Our operating check in the amount of \$122.50
4. Stamped self addressed return envelope for Articles of Incorporation and Charter

Thank you for the prompt processing of these items.

Sincerely,


Stuart H. Abramson, Esquire

ARTICLES OF INCORPORATION OF

A F & M Financial Services, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

A F & M Financial Services, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be:

750 E. 8 Avenue
Hialeah, FL 33010

and the name of the initial Registered Agent for the corporation at that address is:

Abdallah M. Khoury

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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TALLAHASSEE, FLORIDA

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of 1 director(s). The initial Board of Directors shall consist of:

Abdallah M. Khoury

750 E. 8 Avenue
Hialeah, FL 33010

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:
Abdallah M. Khoury

750 E. 8 Avenue
Hialeah, FL 33010

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
on this 30 day of July, 2004.

Incorporator:

Abdallah M. Khoury

State of Florida)
) ss.
County of Dade)

The foregoing instrument was acknowledged by me this 30 day of July,
2004 by: Abdallah Khoury who is/are personally known by me or
who has/have produced: K600-013-65-001-0 as identification and who did not
take an oath.



Mary E. Wantuck (SEAL)
Notary Public
State of Florida

My Commission Expires:

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

,A F & M Financial Services, Inc.
a corporation organizing under the laws of the State of Florida, with its principal office
located at: 750 E. 8 Avenue
Hialeah, FL 33010

has named Abdallah Khoury, whose address is 750 E. 8 Avenue, Hialeah, FL 33010, as
its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during
prescribed hours; to post my name (and any other officers of said corporation authorized
to accept service of process at the above designated address) in some conspicuous
place in the office as required by law.

Registered Agent:

Abdallah M Khoury

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TALLAHASSEE, FLORIDA

State of Florida)
) ss.
County of Dade)

The foregoing instrument was acknowledged by me this 30 day of July,
2004 by: Abdallah Khoury who is/are personally known by me or
who has/have produced: K600-013-65-001-0 as identification and who did take
an oath.



Mary E. Wantuck (SEAL)
Notary Public
State of Florida

My Commission Expires: