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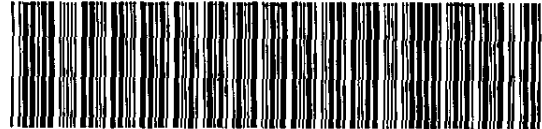
(Business Entity Name)

(Document Number)

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9/21/05



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

August 25, 2005

TROY G. AVERA, JR., P.A.  
580 WEST WASHINGTON STREET  
P.O. BOX 980  
MONTICELLO, FL 32345

SUBJECT: A.V.R., INC.  
Ref. Number: W05000040226

We have received your document for A.V.R., INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is P99000051327 - A V R, INC..

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 205A00053889

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DIVISION  
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**TROY G. AVERA, JR., P.A.**

**ATTORNEY AT LAW**

**Member Florida Bar**

Office Address:  
580 West Washington Street  
Monticello, Florida

Telephone (850) 997-5007  
Facsimile (850) 997-1602

Mailing Address:  
P. O. Box 980  
Monticello, FL 32345

September 19, 2005

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Am Vest Resources, Inc.

Dear Sir:

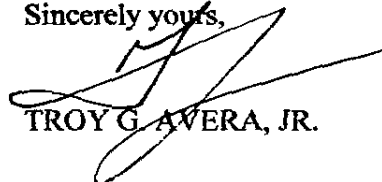
Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation and a check in amount of \$78.75 for fees for filing the corporation documents. Please return to me, a date stamped copy of the Articles. The original documents were submitted as "A.V.R., Inc." which was not accepted because of existing corporate name similarities (Copy of letter attached.)

A self-addressed return envelope is enclosed.

If you have any questions, please contact me immediately.

Thank you for your assistance in this matter.

Sincerely yours,



TROY G. AVERA, JR.

TGA/rec  
Enclosures

*Money Previously Submitted - See your letter  
Please Return either the cashed check  
or the previously submitted check*

**ARTICLES OF INCORPORATION  
OF  
Am Vest Resources, Inc.**

**THE UNDERSIGNED**, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be: Am Vest Resources, INC.

**ARTICLE II - Business Address**

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

10125 SW 77<sup>th</sup> Drive, Miami, Florida 33173

**ARTICLE III - Business Purpose**

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

**ARTICLE IV - Authorized Shares**

The corporation is initially authorized to issue ONE THOUSAND (1,000) shares of common stock, having a par value of One (\$1.00) dollar per share. The maximum number of shares authorized to be issued and outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, having a par value of One (\$1.00) Dollar per share. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been

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CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF MIAMI  
FLORIDA

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paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

#### **ARTICLE V - Existence**

The corporation is to commence its corporate existence on the date these Articles are filed as of record, with the Secretary of State. This corporation shall exist perpetually thereafter until dissolved according to law.

#### **ARTICLE VI - Capital**

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

#### **ARTICLE VII - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

The corporation shall have ONE (1) Director initially. The number of directors may thereafter be increased to a maximum of SIX (6) by corporate resolution as may be determined by the member(s) of the Board of Directors of the corporation at the time of the resolution.

#### **ARTICLE VIII - Rights of Initial Directors**

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a

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Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

#### **ARTICLE IX - Share Transfer Restrictions**

Shares of the Corporation shall be issued to the following in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Gretchen B. Garren.	1,000
Doren Moore	1,000

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the other Shareholders, at the time of the contemplated sale, in proportion to each shareholders' number of shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### **ARTICLE X - Preemptive Rights**

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or

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out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### **ARTICLE XI - Incorporation and Initial Director**

The name and street address of the initial director who shall hold office until successor(s) who shall be chosen at the first meeting of the stockholders, who have qualified shall be:

NAME	ADDRESS
Doren Moore	10125 SW 77 <sup>th</sup> Drive, Miami, Florida 33173

#### **ARTICLE XII - Indemnification**

The corporation shall indemnify any present or former officer(s) or director(s), or person(s) exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

#### **ARTICLE XIII - Amendment of Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide the bylaws shall not be altered, amended or repealed by the Board of Directors.

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**ARTICLE XIV - Amendment of Articles**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

**ARTICLE XV - Incorporator**

The name and street address of the person signing these Articles of Incorporation as subscribed is as follows:

NAME	ADDRESS
Doren Moore	10125 SW 77 <sup>th</sup> Drive, Miami, FL 33173

**ARTICLE XVI- Registered Agent**

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at that address, upon whom service of process may be made, is as follows:

NAME	ADDRESS
Doren Moore	10125 SW 77 <sup>th</sup> Drive, Miami, FL 33173

**IN WITNESS WHEREOF**, the undersigned Doren Moore, being a natural person, competent to contract, has hereunto set her hand and seal, this 23<sup>rd</sup> day of August, 2005.

BY *Doren Moore* (SEAL)  
Incorporator

**STATE OF FLORIDA                    )**  
**COUNTY OF MIAMI-DADE        )**

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Doren Moore known to me, who produce a Florida Driver's License as identification, and in whose name the foregoing instrument was executed, he



acknowledged executing the same freely and voluntarily for the purposes stated herein, and that an oath (was) (was not) taken.


WITNESS my hand and official seal in the county and State last aforesaid this 19<sup>th</sup> day of September, A.D. 2005.

NOTARY RUBBER STAMP SEAL

My Commission expires:



TROY G. AVERA, JR.  
MY COMMISSION # DD 395223  
EXPIRES: June 10, 2009  
Bonded Thru Budget Notary Services

  
Notary Signature  
TROY G. AVERA, JR.  
MY COMMISSION # DD 395223  
EXPIRES: June 10, 2009  
Bonded Thru Budget Notary Services

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN PURSUANCE OF, Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: **FIRST:** That Am Vest Resources, <sup>Inc.</sup> desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, Dade County, State of Florida, and its initial registered office as indicated in the Articles of Incorporation located at 10125 SW 77<sup>th</sup> Drive, Miami, FL 33173, has named Doren Moore, as its registered agent to accept services of process within this State, at the address of its initial registered office.

**ACKNOWLEDGMENT**

Having named to accept services of process for Am Vest Resources, INC., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: *Doren Moore*  
DOREN MOORE  
As Registered Agent

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MIAMI, FLORIDA

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