

**ARTICLES OF INCORPORATION
OF
AMERICAN TECHNOLOGIES &
TELECOMMUNICATIONS, INC.**

FILED
FEB -6 PM 12:52
SECRETARY OF STATE
FLORIDA

The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

AMERICAN TECHNOLOGIES & TELECOMMUNICATIONS, INC.

The address of the principal office of this corporation shall be 2972-A
Aventura Boulevard, Suite 202, Aventura, Florida, 33180 and the mailing
address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or
business permitted under the laws of the United States, the State of Florida or
any other state, country, 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 1,000 shares of common stock
having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be
2972-A Aventura Boulevard, Suite 202, Aventura, Florida, 33180 and the name
and address of the initial registered agent of the corporation is LANCE JOSEPH,
ESQ., 6950 N. Kendall Dr. Suite 200, Miami, Florida 33156.

ARTICLE V - TERM OF EXISTENCE

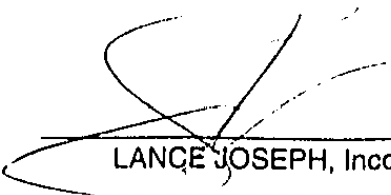
This corporation is to exist porpotually.

ARTICLE VI - INCORPORATOR

The name and stroot address of the incorporator to these Articles of
Incorporation is:

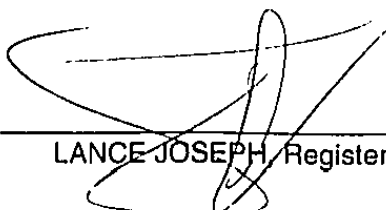
LANCE JOSEPH
6950 N. Kendall Drive
Suite 200
Miami, Fl. 33156

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and
seal, on this 27th day of January, 1995.


LANCE JOSEPH, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

The undersigned, having a business office as set forth in Article IV, above,
and having been designated as the Registered Agent in the above and foregoing
Articles, is familiar with and accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.


LANCE JOSEPH, Registered Agent