

KOSKE, THOMAS & SANCHEZ, P.A.

ATTORNEYS AT LAW
1000 N. GULF BLVD.
SUITE 1000
TALLAHASSEE, FLORIDA 32301
(904) 241-1111

TELEPHONE (904) 241-1111
TELEFAX (904) 241-1111

P95000012780
February 15 1995

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

1-800-352-1111
1-800-352-1111
****1.11.95 ****1.11.95

RE: AMERICAN PUBLIC COMPANIES, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for American Public Companies, Inc. Please file these Articles and return one certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the costs of filing, one certified copy and the registered agent designation.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,


DONALD J. THOMAS

DJT\al
Enclosures (3)

62 FEB 16 1995
10 11 15
17

T. BROWN FEB 15 1995

ARTICLES OF INCORPORATION
OF
AMERICAN PUBLIC COMPANIES, INC.

FILED
95 FEB 13 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is AMERICAN PUBLIC COMPANIES, INC.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share 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 par value of the share 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 intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 6301 Northwest 5th Way, Suite 1200, Fort Lauderdale, FL 33304.

ARTICLE VI

All corporate powers shall be executed 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.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Arnold Wrobel
6301 Northwest 5th Way
Suite #1200
Fort Lauderdale, FL 33304

Mark Lunderman
571 Seven Bridge Road
Little Silver, NJ 09739

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

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

ARTICLE IX

These Articles of Incorporation may be amended by 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 X

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

Arnold Wrobel
6301 Northwest 5th Way
Suite #1200
Fort Lauderdale, FL 33304

ARTICLE XI

The street address of the initial registered office of the corporation is 6301 Northwest 5th Way, Suite 1200, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of the corporation at that address is Arnold Wrobel.

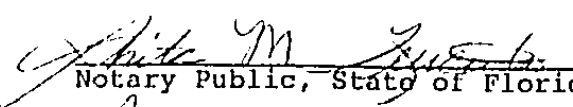
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 10th day of February, 1995.


ARNOLD WROBEL

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

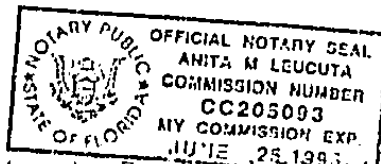
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared ARNOLD WROBEL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of February, 1995 at Boca Raton, Palm Beach County, Florida.


Notary Public, State of Florida

ANITA M. LEUCUTA
(Print, type or stamp Commissioned
name of Notary Public)

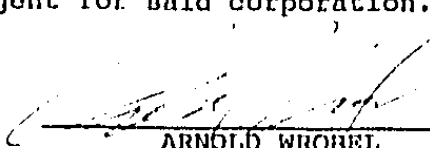
My Commission Expires:



(☒) Personally known or () Produced Identification
Type of Identification: _____

CERTIFICATE OF REGISTERED AGENT

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



ARNOLD WROBEL
Registered Agent

DATED: 2/10/95

FILED
95 FEB 13 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

Richard P. Greene, P.A.

P95000012780

TELEPHONE: (305) 501-0010
FAX: (305) 501-0007

June 19, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000001526280
-06/29/95--01002--007
*****35.00 *****35.00

Re: American Public Companies, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check for \$35.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

Richard P. Greene
Richard P. Greene
For the Firm

RPG/evb
Enclosures

Amend.

SH 7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 28 AM 10:56

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN PUBLIC COMPANIES, INC.

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 13th day of February, 1995 and assigned Document Number P95000012780, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the 1st day of May, 1995, as follows:

ITEM 1

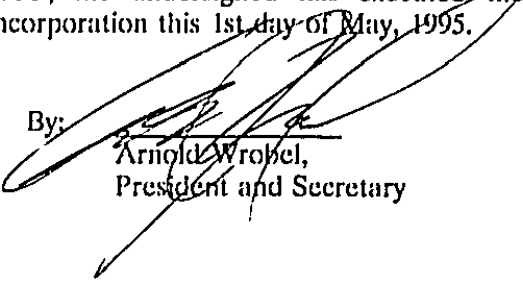
1. ARTICLE VI - is hereby amended to remove Mark Lunderman as a Director and to replace him as follows:

John Leontakiannakos
2425 East Commercial Boulevard
Suite 200
Fort Lauderdale, Florida 33308

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 1st day of May, 1995.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 1st day of May, 1995.

By:


Arnold Wrobel,
President and Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 28 AM 10:56