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FILED

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TALLAHASSEE, FLORIDA

August 8, 1995

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

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-08/11/95--01028--005
****122.50 ****122.50

Re: Incorporation of AMERI-EXPRESS, CORP.

Dear Sir or Madam:

Attached please find the original Articles of Incorporation for AMERI-EXPRESS, CORP., together with a check made payable to the Department of State in the amount of \$122.50. Please file the original Articles and provide the undersigned with a certified copy of the articles once they are filed.

If you have any questions or require additional information, please feel free to contact the undersigned directly.

Very truly yours,

MANUEL ARTHUR MESA

MAM/ey
Enclosure

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2-13-95

ARTICLES OF INCORPORATION
OF
AMERI-EXPRESS, CORP.

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ARTICLE I

Name of Corporation

The name of the corporation is AMERI-EXPRESS CORP.

ARTICLE II

Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Principal Place of Business

The principal place of business of this corporation shall be:

6146 N.W. 74TH Avenue
Miami, Florida

ARTICLE V

Registered Office

The initial street address of the registered office of the corporation is:

Manuel A. Mesa, Esq.
250 Bird Road, Suite 216
Coral Gables, Florida 33146

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Manuel A. Mesa, Esq.
250 Bird Road, Suite 216
Coral Gables, Florida 33146

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

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 at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Manuel Mesa
9600 N.W. 25th Street
Miami, Florida 33173

ARTICLE X

By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

ARTICLE XI

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or

Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XII

Director's Liability and Rights

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22nd day of July, 1995.

Manuel Blanco

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Manuel Blanco, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22nd day of July, 1995.

Manuel A. Blanco
Notary Public
State of Florida at Large

My Commission Expires:



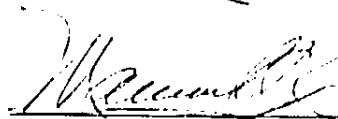
MANUEL A. BLANCO
My Commission CC302938
Expires Jul. 20, 1997

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**AMERIE-EXPRESS, CORP.
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



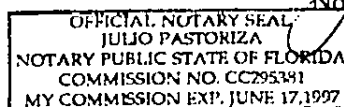
Registered Agent

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Manuel A. Mesa, Esq., known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 08th day of August, 1995.

My Commission Expires:





Notary Public State of Florida at Large