

1501 HAYES STREET

MIAMI, FL 33136

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ACCOUNT NO. : 872100000031

REFERENCE : 660913 869010

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : 9 122.50

ORDER DATE : August 16, 1995

ORDER TIME : 10:0 AM

ORDER NO. : 660913

2000001508402

CUSTOMER NO: 869010

CUSTOMER: Mr. Gina Hardin - 80901q
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: AMERICA & INTERNATIONAL
CONSULTANTS, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

L BROWN

AUG 17 1995

RECEIVED
95 AUG 17 AM 10
FILED
95 AUG 17 PM 2:30
OFFICE OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 AUG 17 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
America & International Consultants, Inc.

The undersigned, being an individual, does hereby act as Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is America & International Consultants, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 2455 S.W. 27th Avenue, Suite 220, Miami, Florida 33145.

THIRD: The mailing address, wherever located, of the corporation is 2455 S.W. 27th Avenue, Suite 220, Miami, Florida 33145.

FOURTH: The number of shares that the corporation is authorized to issue is 500, all of which are with par value of \$1.00 dollar each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business

Corporation Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the Incorporator are:

NAME

ADDRESS

Gina Hardin

2 South Biscayne Boulevard
Suite 1810
Miami, Florida 33131

SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

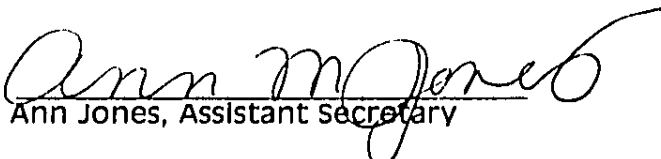
Signed on August 16, 1995


Gina M. Hardin, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By:


Ann Jones, Assistant Secretary

Date: August 16, 1995

FILED
05 AUG 17 11 2 3095 AUG 17 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA