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*ALSO ADMITTED IN NEW YORK
**ADMITTED IN NEW YORK ONLY

August 31, 1995

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

RE: Amco, Inc.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return to me one certified copy. Enclosed is our check in the amount of \$122.50, representing your filing fee.

Your prompt attention to this matter would be greatly appreciated. Thank you in advance for your cooperation. Should you have any questions, please contact me.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By: *Betsy Courant*
Betsy Courant
Legal Assistant

/bc
encl.

cc: Mr. Frank Lampert

FILED
55 SEP -5 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
AMCO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The Corporation's name is AMCO, INC.

ARTICLE II - PURPOSE

The Corporation's purpose is to engage in any lawful activity or business.

ARTICLE III - PRINCIPAL OFFICE

The Corporation's street and mailing address of its initial principal office is 1200 N. Federal Highway, Suite 420, Boca Raton, Florida 33432.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of stock, with a par value of \$1.00 per share.

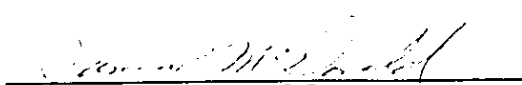
ARTICLE V - INITIAL OFFICE AND AGENT

The name and address of the Corporation's initial registered agent are James P. McDonald at 1200 N. Federal Highway, Suite 420, Boca Raton, Florida 33432.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator are James P. McDonald, 1200 N. Federal Highway, Suite 420, Boca Raton, Florida 33432.

Dated: August 31, 1995.


James P. McDonald
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is Amco, Inc.
2. The names and addresses of the registered agent and office is

James P. McDonald
1200 N. Federal Highway
Suite 420
Boca Raton, Florida 33432.

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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.

Dated: August 31, 1995


James P. McDonald