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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA

FROM: CORPORATE CREATIONS INTERNATIONAL INC
401 OCEAN DR
SUITE 312

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

MIAMI BEACH FL 33139-0000000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE AMERICA GROUP TWO, INC.

FAX AUDIT NUMBER: H96000001661

CURRENT STATUS: REQUESTED

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DIVISION OF CORPORATIONS

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Articles of Incorporation
of
The America Group Two, Inc.

Article I. Name

The name of this Florida corporation is:
The America Group Two, Inc.

Article II. Address

The mailing address of the Corporation is:
The America Group Two, Inc.
c/o Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Boulevard, Suite 202
Coral Gables FL 33143

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Anibal J. Duarte-Viera
c/o Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Boulevard, Suite 202
Coral Gables FL 33143

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Boulevard, Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Anibal Duarte

Article VI. Incorporator

The name and address of the incorporator is:

Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Boulevard, Suite 202
Coral Gables FL 33134

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 2, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 5, 1996



Anibal J. Duarte-Viera
by J.P. Mata as attorney-in-fact

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Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

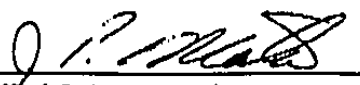
The America Group Two, Inc.

REGISTERED AGENT:

Anibal J. Duarte-Viera
c/o Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Boulevard, Suite 202
Coral Gables FL 33143

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Anibal J. Duarte-Viera
by J.P. Mata as attorney-in-fact

Date: February 5, 1996

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