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February 7, 1996

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Secretary of State
Division of Corporations
409 East Gains St.
Tallahassee, Florida 32399

Dear Sirs:

Enclosed please find check No. 1041 in the amount of \$122.50 to be applied toward the incorporation of:

AMG CORP. OF AMERICA
801 Brickell Ave.
Suite 210
Miami, Florida 33131
Telephone: (305) 374-3472

Also, enclosed are the Articles of Incorporation duly signed and notarized.

Please contact the undersigned if you need additional information.

Sincerely yours,


Fabio Abaunza

Enclosures

LA:frm

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ARTICLES OF INCORPORATION

OF

AMG CORP. OF AMERICA

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is AMG CORP. OF AMERICA.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in trade and any activity or business permitted under the laws of the United States and of this state. The specific nature of business of AMG CORP. OF AMERICA is sale and distribution of communication, advertising and promotional material.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock, each share having non par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized but unissued stock, such new class of stock or such increase in offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sales, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - DIRECTORS

The corporation shall have six directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but the number of director shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows"

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|------------------|---|-----------------------|
| Fabio Abaunza | 540 Brickell Key Dr. Apt. 1524 Miami, Florida 33131 | President |
| Al Esguerra | 10340 S.W. 138 St. Miami, Fl. 33176 | Vice President |
| Leonidas Abaunza | One Grove Isle # 407 Coconut Grove, Fl. 33133 | Director |
| Armando Carrasco | La Fontaine 137 Col. Polanco 11550 Mexico D.F. | Director |
| Patrick Wyss | La Fontaine 137 Col. Polanco 11550 Mexico D.F. | Director Secretary |
| George Esguerra | 6609 Acacia Ct. Miami, Fl. 33143 | Director |

ARTICLE VIII - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Name

Fabio Abaunza

Address

801 Brickell Ave.
Suite 210
Miami, Florida 33131

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder, and approved at a stockholders' meeting by a majority of the stock entitled to vote hereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - ADDRESS OF PRINCIPAL OFFICE

The initial street and address of the principal office of this corporation is to be at 801 Brickell Ave., Suite 210, Miami, Florida 33131. The Board of Director may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XII - SERVICE OF PROCESS

All legal service shall be made upon Fabio Abaunza, the Registered Agent at 801 Brickell Ave., Suite 210, Miami, Florida 33131.

ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any or any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS THEREOF, I have hereunto set my hand, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 5th day of February, 1996.


FABIO ABAUNZA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared Fabio Abaunza, to me well known and know to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same of the purpose there expressed.

Witness my hand and official seal in the county and state named above this 5th day of February, 1996.

JOHANNA WINGARD
Notary Public, State of Florida
My Comm. expires Sept 30, 1997.
No. 06023100

Johanna Wingard

note
Mr. Abaunza is personally known to me. JW.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48,091, Florida Statutes, the
following is submitted, in compliance with said Act.

First -- That AMG CORP. OF AMERICA
desiring to organize under the laws of the state of Florida
with its principal office, as indicated in the Articles of
incorporation at city of Miami county of
Dade, State of Florida
has named FABIO ABAUNZA
located at 801 Brickell Ave., Suite 210
City of Miami, County of Dade
State of Florida, as its agent to accept service
process within this State.

ACKNOWLEDGEMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
state corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By: 

(Resident Agent)

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DIVISION OF CORPORATIONS
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