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LAW OFFICE
OF
ROBERT D. CARREIRO

3137 49th Street North
St. Petersburg, Florida 33710

(813) 527-8772

May 20, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee Florida 32314

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-05/23/96 - 01074--015
****122.50 ****122.50

In Re: Triangle Shell Service Inc.

EFFECTIVE DATE
May 20, 1996

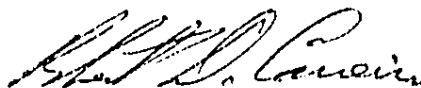
Dear Sirs:

Enclosed please find two copies of the original articles of incorporation for the above-captioned corporation and a check in the amount of \$122.50.

Once the articles have been certified, please forward the certified articles back to this office in the enclosed self addressed stamped envelope.

If you have any questions or if I can be of any further assistance, please do not hesitate to contact me.

Sincerely,



Robert D. Carreiro

RDC/mi
Enclosures

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ARTICLES OF INCORPORATION
OF
TRIANGLE SHELL SERVICE INC.

SECRETARY
TREASURER

The undersigned, subscriber(s), natural person(s) competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts, the following Articles of Incorporation for such corporation.

EFFECTIVE DATE
May 20, 1996

ARTICLE ONE - NAME

The name of the proposed corporation is TRIANGLE SHELL SERVICE INC. The address of the Corporation is 6101 Gulf Boulevard, St. Pete Beach, Florida, 33706.

ARTICLE TWO - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and all acts or statutes amendatory thereof and supplemental thereto.

ARTICLE THREE - EXISTENCE

The corporation is to exist perpetually and shall begin its existence as of the date of the signing of these Articles of Incorporation.

ARTICLE FOUR - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is one thousand (1000) shares of common stock at par value of One Dollar (\$1.00) per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors. Each

share of common stock shall represent one vote. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE FIVE - REGISTERED OFFICE

The address of the registered office of the proposed corporation in the State of Florida is:

6101 Gulf Boulevard, St. Pete Beach, Florida, 33706.

The name of the registered agent to accept service of process is Terry Baker of the aforementioned address.

ARTICLE SIX - INCORPORATORS

The names and addresses of the incorporators are:

Terry Baker
6635 Bay Street
St. Pete Beach, Florida 33706

Wesley G. Bideaux
7912 Causeway Boulevard South
St. Petersburg, Florida 33706

ARTICLE SEVEN - BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors composed of one or more directors. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Terry Baker
6635 Bay Street
St. Pete Beach, Florida 33706

Wesley G. Bideaux
7912 Causeway Boulevard South
St. Petersburg, Florida 33706

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate, this 30 day of May, 1996, A.D.


TERRY BAKER


WESLEY G. BIDEAUX

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared TERRY BAKER and WESLEY G. BIDEAUX well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal, at St. Petersburg, in the County and State last aforesaid, this 30 day of May A.D., 1996.



ROBERT D. CARREIRO
My Commission OC457728
Expires May, 01, 1998
Bonded by HAI


NOTARY PUBLIC

My Commission Expires


CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

That TRIANGLE SHELL SERVICE INC., desiring to organize under the laws of the State of Florida, with its registered office at 6101 Gulf Boulevard, St. Pete Beach, Florida, 33706, has named Terry Baker located at 6101 Gulf Boulevard, St. Pete Beach,

Florida 33706, as its registered agent to accept service in this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the 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.



Terry Baker
Registered Agent

56 MAY 29 11:11:02
FBI - MIAMI

LAW OFFICES
of
ROBERT D. CARREIRO

3137 49th Street North
St. Petersburg, Florida 33710

(813) 527-8772

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August 29, 1997

Secretary of State
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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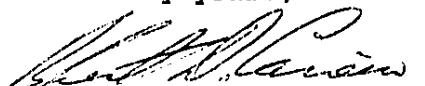
In Re: Articles of Amendment for Triangle Shell Service, Inc.

Dear Sir:

Please find enclosed two executed copies of the articles of amendment for Gain Industries, Inc. Also is enclosed a check for \$35.00 for the filing fees. Please inform me when they have been filed.

Lastly I am requesting your offices to send me another packet for articles of amendment.

Sincerely yours,


Robert D. Carreiro, Esq.

Enclosures

FILED
97 SEP -2 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LFT
9-9-97

ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRIANGLE SHELL SERVICE INC.

FILED
97 SEP -2 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant of the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE 1 - NAME of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE 1 - NAME

The name of the Corporation is Amtote, Inc.

SECOND: The date of the amendment's adoption: August 28, 1997.

THIRD: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signature

Terry R. Baker
President and shareholder

Terry R. Baker

President