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ERNIE C. LISCH
ATTORNEY AT LAW

1732 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205

TELEPHONE
(941) 748-8464

May 15, 1996

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

Re: American Tax Mediation, Inc.
Our File No. 96-137

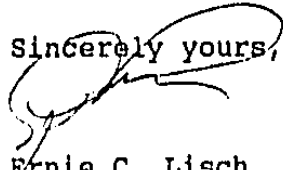
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****122.50 ****122.50

To Whomever It May Concern:

Attached hereto for filing are Articles of Incorporation for American Tax Mediation, Inc., together with a check in the amount of \$122.50.

Thank you for your attention to this matter.

Sincerely yours,


Ernie C. Lisch

ECL/dez
enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

26390

ARTICLES OF INCORPORATION
OF
AMERICAN TAX MEDIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND CORPORATE ADDRESS

The name of this corporation is AMERICAN TAX MEDIATION, INC., with its mailing address and principal office located at 515-36th Street West, Suite A, Bradenton, Florida 34205.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 1732 Manatee Avenue West, Bradenton, Florida 34205, and the initial registered agent of this corporation at such office shall be ERNIE C. LISCH, ESQUIRE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

Name
Daryl Silvers

Address
7308-17th Avenue West
Bradenton, Florida 34209

ARTICLE VII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

Name
Daryl Silvers

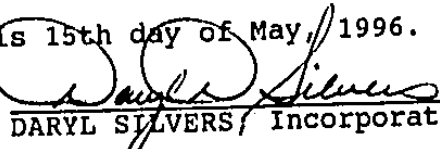
Address
7308-17th Avenue West
Bradenton, Florida 34209

ARTICLE VIII - INITIAL OFFICERS

The names and street addresses of the initial officers of this corporation are:

Daryl Silvers - President/Secretary/Treasurer
7308-17th Avenue West
Bradenton, Florida 34209

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of May, 1996.


DARYL SILVERS, Incorporator

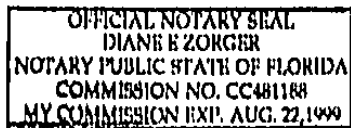
STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing Articles of Incorporation of AMERICAN TAX MEDIATION, INC. were acknowledged before me this 15th day of May,

1996, by DARYL SILVERS, as Incorporator, who is personally known to me or who has produced an identification: personally known.

My Commission Expires:



Diane E. Zorger
Notary Public

Print Name: _____

Commission #: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AMERICAN TAX MEDIATION, INC., at the place designated in the Articles of Incorporation, ERNIE C. LISCH, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keep open such office.

DATE: May 15, 1996

A handwritten signature of Ernie C. Lisch, written in dark ink, positioned above a horizontal line.

ERNIE C. LISCH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA