

1201 HAYS STREET
TALLAHASSEE, FL 32309
904 917 2010
8676A
P96000059692



PREMIER LEGAL SERVICES ACCOUNT NO. : 072100000032

96 JUL 17 7:10:04

REFERENCE : 020975 8676A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : July 16, 1996

ORDER TIME : 1:40 PM

ORDER NO. : 020975

CUSTOMER NO: 8676A

CUSTOMER: Merrill Bookstein, Esq
MERRILL BOOKSTEIN, ESQ

500001896195

4800 North Federal Highway
Suite 201b
Boca Raton, FL 33431

DOMESTIC FILING

NAME: AMERDYNE RESOURCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

df 7/17/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 17 AM 11:53

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 17 AM 11:53

ARTICLES OF INCORPORATION
OF
AMERDYNE RESOURCES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERDYNE RESOURCES, INC.

The address of the principal office of this corporation shall be C/O 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock having \$.001 par value per share and 5,000,000 shares of preferred stock at \$.01 par value per share.

The preferences on the preferred stock will be determined by the Board of Directors in regards to any series or class at the time of issuance.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Kim Leavitt	C/O 4800 North Federal Highway
Dir./Pres./Sec.	Suite 201B
	Boca Raton, Florida 33431

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on July 16, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

DMK/das

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGN-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ.

(Name)

4800 N. FEDERAL HIGHWAY - SUITE 201B

(P.O. Box not acceptable)

BOCA RATON, FL 33431

(City/State/Zip)

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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 perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.



(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL