

PHILIP SHENKMAN, Certified Public Accountant, P.A.
12515 North Kendall Drive, Suite 314
Miami, Florida 33186
Telephone: 305-271-8505

P960000 76771
8/12/96

August 12, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 15 1996

RE: American Value Enterprises, Ltd., Inc.

Dear Sirs,

Please find a check for \$ 70.00 enclosed for fees to file the Articles of Incorporation for American Value Enterprises, Ltd., Inc. Please return both copies of the Articles to the above address.

Sincerely,
PHILIP SHENKMAN C. P. A., P. A.

Philip Shenkman

Philip Shenkman
Certified Public Accountant

PS/k1
enclosures

502
1096-17278

8-19-96
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FILED
AUG 15 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Member:

American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1996

PHILIP SHENKMAN
12515 NO KENDALL DRIVE STE 314
MIAMI, FL 33186

SUBJECT: AMERICAN VALUE ENTERPRISES, LTD., INC.
Ref. Number: W96000017278

We have received your document for AMERICAN VALUE ENTERPRISES, LTD., INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00039279

ARTICLES OF INCORPORATION
OF
AMERICAN VALUE ENTERPRISES, LTD. INC.

96 AUG 15 11:31
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SECRET
FALLS CHURCH, VA

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

AMERICAN VALUE ENTERPRISES, LTD., INC.

8/12/96
SECRETIVE DATA

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of August 12, 1996.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

C/O Philip Shenkman, C.P.A., P.A.
12515 N. Kendall Drive, #314
Miami, FL 33186

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below. It will be known as Section 1244 Stock pursuant to the Internal Revenue code as amended in 1986 and no other.

<i>Maximum Number of Shares</i>	<i>100</i>
<i>Par Value Per Share</i>	<i>\$1.00</i>

The authorized shares of par value common stock may be issued for only a consideration having, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or service.

poration shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of August 12, 1996.

ARTICLE VI
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

12515 N. Kendall Drive, #314
Miami, FL 33186

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

PHILIP SHENKMAN, C.P.A., P.A.

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is as follows:

Madeleine McGuire
C/O Philip Shenkman, C.P.A., P.A.
12515 N. Kendall Drive, #314
Miami, FL 33186

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is as follows:

Madeleine McGuire
C/O Philip Shenkman, C.P.A., P.A.
12515 N. Kendall Dr., #314
Miami, FL 33186

ARTICLE X

MISCELLANEOUS

A. The initial officers of the Corporation and their addresses shall be as follows:

President: Madeleine McGuire
C/O Philip Shenkman, C.P.A., P.A.
12515 N. Kendall Drive, #314
Miami, FL 33186

Vice President:

B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

C. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he

shall make objection at such meeting to any defect or deficiency of notice.

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, of Officers of, such other Corporation

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 12th day of August, 1996.

Philip Shuman P.O.A. for
Madeline Mc Guire

STATE OF FLORIDA
COUNTY OF DADE

EXECUTION OF the foregoing instrument was acknowledged before me this 12th, day of August, 1996, by PHILIP SHENKMAN, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take the oath.

Description of identification produced: _____

Kenneth M. Haller

NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: KENNETH M. HALLER

COMMISSION NO: _____



KENNETH M. HALLER
My Comm. Exp. 10/27/99
Bonded By Service Ins

COMMISSION EXP. DATE: _____

No. CC485543

Notary Name/Commission Number Exp. Date Type or Printed

The undersigned hereby accepts designation as Registered Agent of the Corporation.

Philip Shenkman

CORPORATE RESOLUTION

I, MADELEINE MCGUIRE, do hereby certify that I am the duly elected and acting Secretary of American Value Enterprises Ltd. Inc., a Florida corporation, and that I am the keeper of the corporate records and the seal of the Corporation.

The following is a true and correct copy of the Resolution adopted at a Special Meeting of the directors of the corporation on November 15, 1995.

That by unanimous consent of all of the Directors, the following Resolution was duly adopted, and the same has not in any way been modified or rescinded, but is in full force and effect; and that the said Directors of the Corporation have duly ratified and affirmed the same in the form hereinafter set forth.

RESOLVED, that Philip Shenkman, C.P.A. is appointed as Attorney in fact to act on my behalf and execute all contracts, documents, requested or required, in connection with the corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and affixed the corporation seal of the corporation, this 29th day of November, 1995.

Madeleine McGuire
MADELEINE MCGUIRE, SECRETARY
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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that I, MADELEINE MCGUIRE, President of American Value Enterprises, Ltd., Inc., do hereby make, constitute and appoint PHILIP SHENKMAN, C.P.A. as my true and lawful attorney in-fact, to act on my behalf and execute all contracts, documents, requested or required, in connection with the corporation.

AND I do hereby give and grant to PHILIP SHENKMAN, C.P.A. full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done as fully, to all intents and purposes, as I might do or could do if personally present.

EXECUTED on ^{January} November 3, 1995.

Executed in the presence of :

WITNESS

Madeleine M. McGuire
MADELEINE MCGUIRE, President

(Corporate Seal)

WITNESS

STATE OF FLORIDA
COUNTY OF DADE

EXECUTION OF the foregoing ^{January} instrument was acknowledged before me this 3rd, day of November, 1995, by Madeleine McGuire, as President of AMERICAN VALUE ENTERPRISES, LTD., INC. who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take an oath.

Description of identification produced: Passport

NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: _____

COMMISSION NO.: _____

COMMISSION EXP. DATE: _____

Notary Name/Commission No./Exp. Date - type or printed

See notary
information and
signatures at the
back →

Mc Guire Madeleine, 1957,...
von Zürich, whft. 8126
Zumikon

3. Januar 1996.....

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Fr. 20.--

SEL

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96 AUG 15 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA