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TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600

Tallshamsee, Florida 32302

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

(Phone #)

(City, State, Zip)

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ARTICLES OF INCORPORATION OF AMC PROPERTIES, INC.

The undersigned, acting as incorporator of AMC PROPERTIES, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

AMC PROPERTIES, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

1312 East Broward Boulevard Fort Lauderdale, FL 33301-2136

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1312 East Broward Boulevard, Fort Lauderdale, Florida 33301-2136, and the name of the corporation's initial registered agent at that address is Michael J. Grimmé.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Namo Address

Michael J. Grimmé
1312 East Broward Boulevard
Fort Lauderdale, FL 33301-2136

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name Address

Michael J. Grimmé
1312 East Broward Boulevard
Fort Lauderdale, FL 33301-2136

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this day of September, 1996.

Mohael J. Grimmé

PTI 207044

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That AMC Properties, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1312 East Broward Boulevard, Fort Lauderdale, State of Florida, has named Michael J. Grimmé as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Michael J. Grimmé

Date September /9 , 1996

FTL-207944

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