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TO: DIVISION OF CORPORATIONS

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NAME: ACCOUNTING MAINTENANCE ORGANIZATION INC.

AUDIT NUMBER.....H96000016649

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

EMPIRE

SUBJECT: ACCOUNTING MAINTENANCE ORGANIZATION INC.
REF: W96000024955

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FAX Aud. #: H96000016649
Letter Number: 896A00053558

ARTICLES OF INCORPORATION
of

H96000016649

The name of this corporation is Accounting Maintenance Organization Inc. With its principal office located at 1424 S. ANDREWS AVE. #102, FT. LAUDERDALE, FL 33316

ARTICLE II - DURATION

The corporation shall have perpetual existence, commencing upon the filing of the Articles with the office of the Secretary of State.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business, including all powers necessary or convenient to effect its purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Fifteen Hundred (1500) shares of common stock with a par value of one cent (.01) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1424 S. Andrews Ave., Ft. Lauderdale, FL 33316 the name of the initial registered agent of this corporation at that address is Jonathan L. Wolf

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Professional Bookkeeping & Tax
1424 S. Andrews Ave. #102
Ft. Laud., FL 33316
(954) 522-7933 / Robert I. Jarlow, CPA

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NAME

ADDRESS

Jonathan L. Wolf

1424 S. Andrews Ave.

Suite 102

Ft. Lauderdale, Fl 33316

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles are:

NAME

ADDRESS

Jonathan L. Wolf

1424 S. Andrews Ave. #102
Ft. Lauderdale, Fl 33316

ARTICLE IX - BYLAWS

Bylaws may be repealed or amended, and new Bylaws may be adopted by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI - APPROVAL

OF SHAREHOLDER FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

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ARTICLE XII - MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

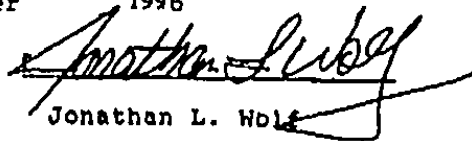
ARTICLE XV - DIRECTORS' COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XVI - ASSETS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage or pledge all or substantially all of its property and assets without prior shareholders' approval.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of October 1996


Jonathan L. Wolf

STATE OF FLORIDA :


: ss

COUNTY OF DADE :

Before me, a Notary Public authorized to take acknowledgments in the state and county aforesaid, personally appeared Jonathan L. Wolf, know to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation this 23 day of October, 1996.


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Notary Public
State of Florida at Large

My commission expires:

 KENNETH C. GREENBERG
COMMISSION # CC 432828
EXPIRES FEB 1, 1999
RENEWED 11/11/98
ATLANTIC OCEANIC CO., INC.
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Registered Agent
Jonathan L. Wolf

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