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FLORIDA DIVISION OF CORPORATIONS

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FROM: BUSINESS WORLD TRANSACTIONS, INC.  
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE  
PHONE: (305) 867-8448  
(305) 861-4414

FAX #:

NAME: AMERICA'S EXCHANGE, CORP.  
AUDIT NUMBER.....H96000016578  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
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## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be: AMERICA'S EXCHANGE, CORP.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3035 S.W. 1 Ave.  
#402  
Miami, Fl. 33129

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) shares at One Dollar (1.00) per value.

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

George J. Gómez  
3035 S.W. 1 Ave.  
#402  
Miami, Fl. 33129

Prepared by:

George J. Gómez  
3035 S.W. 1 Ave.  
#402  
Miami, Fl. 33129  
(305)859-2276

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ARTICLE V INCORPORATOR(S)

See Instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

George J. Gómez  
3035 S.W. 1 Ave.  
#402  
Miami, Fl. 33129

Director & President.

Noormore Barberan  
19035 Atlantic Blvd.  
North Miami Beach, Fl. 33160

Director & Secretary.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of November, 19 96.

  
Signature

  
Signature

\_\_\_\_\_  
Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

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

1. The name of the corporation is: AMERICA'S EXCHANGE, CORP.

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

George J. Gómez

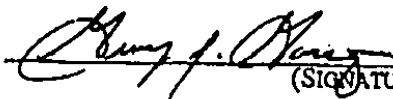
(NAME)

3035 S.W. 1 Ave. #402  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33129

(CITY/STATE/ZIP)

*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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

11-22-96  
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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