100916 Nº 53265 RE: AMB & ASSOCIERS,

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts Past 30 Days, 16% per Annum.

THANK YOU

from Your Capital Connection

11-2929-7 PONDER'S INC., THOMASVILLE, GA

FILED

ARTICLES OF INCORPORATION

96 DEC 13 PH 3: 21

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

AMB & ASSOCIATES, INC.

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: AMP & Associates, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

7308 Burnway Drive Orlando, FL 32819

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Sixty (60) shares at no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mark Straub 7308 Burnway Drive Orlando, FL 32819

ARTICLE V - INCORPORATORS

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

Mark Straub 7308 Burnway Drive Orlando, FL 32819

The undersigned incorporator has executed these Articles of Incorporation this 15 day of _______, 19_46.

Mark Straub

CERTIFICATE OF DESIGNATION OF

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

REGISTERED AGENT/REGISTERED OFFICE OF

AMB & ASSOCIATES, INC.

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 DESIGNATING THE REGISTERED OFFICE\REGISTERED AGENT, IN THE STATE OF FLORIDA

- 1. The name of the corporation is: AMB & Associates, Inc.
- 2. The name and address of the registered agent and office is:

Mark Straub 7308 Burnway Drive Orlando, FL 32819

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

Date