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OF COUNSEL
MITCHELL S. POLANSKY

January 17, 1997

VIA FEDERAL EXPRESS #2197303496

Florida Department of State
Division of Corporations
Attn: Certification Department
409 East Gaines Street
Tallahassee, Florida 32399

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***122.50 ***122.50

Re: **America Investment & Development Corp.**

Dear Sir or Madam:

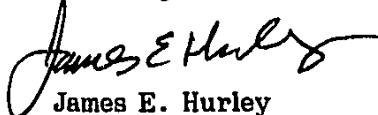
Enclosed please find our firm's check in the amount of \$122.50 to cover the fee for the filing of the Articles of Incorporation, obtaining a certified copy and initial fee for registered agent for the above-referenced company.

Once the documents have been filed, please forward the certified copy in the enclosed Federal Express envelope to our office.

If you need any further information regarding the above, please do not hesitate to contact us.

Thank you in advance for your prompt attention to this matter.

Sincerely,


James E. Hurley

JEH/mac
Enclosures

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SECRET
TALLAHASSEE, FLORIDA

1-28-97

**ARTICLES OF INCORPORATION
OF
AMERICA INVESTMENT & DEVELOPMENT CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is America Investment & Development Corp.

**ARTICLE II
ADDRESS**

The address of the principal office is 801 Brickell Avenue #210, Miami, Florida 33131, and the mailing address of the corporation is 801 Brickell Avenue #210, Miami, Florida 33131.

**ARTICLE III
PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented. The nature of this corporation's business will include but not be limited to the development of projects, including; production, commercialization and finance.

**ARTICLE IV
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE V
POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE VI
CAPITAL STOCK**

This corporation is authorized to issue 1,000,000 shares of no-par value common stock. Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE VII
PRE-EMPTIVE RIGHTS

In the event that any authorized but unissued stock is to be issued or any new class of stock shall be created or the authorized number of shares of any class shall be increased or any bonds, notes, debentures or other securities convertible into stock are to be issued, the holders of shares of the corporation, outstanding at the time such authorized but unissued stock, such new class of stock or such increase in offered for subscription of such bonds, notes, debentures or other securities convertible into stock, shall have the first right to purchase such additional interests before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE VIII
CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the other corporation or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote hereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses to appeal such matter. This right of indemnification shall be in addition to and not exclusive of, any rights to which any director or officer of the corporation may otherwise be entitled under law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

James E. Hurley, Esq.
Richards
2665 South Bayshore Drive
Suite 900
Miami, FL 33133


ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

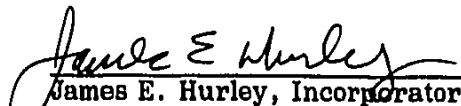
James E. Hurley, Esq.
Richards
2665 South Bayshore Drive
Suite 900
Miami, FL 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 16th day of January, 1997.


James E. Hurley
Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 16th day of January, 1997.


James E. Hurley, Incorporator

See quersalidicorp/articles

ARTICLES OF INCORPORATION OF
AMERICA INVESTMENT & DEVELOPMENT CORP.