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Profit NonProfit Limited Liability Domestication Other  OTHER FILINGS Annual Report Fictitious Name Name Reservation	AMENDMENTS  Amendment  Resignation of R.A., Officer/ Directory  Change of Registered Agent  Dissolution/Withdrawal  Merger  REGISTRATION/  Foreign  Limited Partnership  Reinstatement  Trademark  Other		97 FEB IL PH 2: 59 SECRETARY OF STATE TAIL AHASSEF FLORIDA

Examiner's Initials

## 97 FEB IL PH 2:59 SECRETARY OF STATE RALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION OF

AMERICAN DYNACORP, INC.

ARTICLE I - NAME.

THE NAME OF THIS CORPORATION IS AMERICAN DYNACORP, INC. WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

34 SE 2 nd AVE. SUITE 610. MIAMI. FLORIDA 33131.

ARTICLE II - PURPOSE.

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK.

THIS CORTPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF 1.00 (ONE) DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS.

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT.

THE PRESENT STREET ADDRESS OF THE OFFICE OF THIS CORPORATION IS: 34 SE 2 nd AVE. SUITE 610. MIAMI. FLORIDA 33131.

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: DINA Z. FRYDMAN, HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF AMERICAN DYNACORP INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WHO HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY

WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES. THIS 5 DAY OF SEPTEMBER, 1995.

FRYDMAN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS.

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIALS DIRECTORS OF THIS **CORPORATIONS ARE:** 

DINA Z. FRYDMAN. 34 SE 2 nd AVE. SUITE 610. MIAMI. FL 33131.

HORACIO CAMPERI. 34 SE 2 nd AVE. SUITE 610. MIAMI. FL 33131.

ARTICLE VII - INCORPORATOR.

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

DINA Z. FRYDMAN.

34 SE 2 nd AVE. SUITE 610. MIAMI. FL 33131.

ARTICLE VIII - INDEMNIFICATION.

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICERS OR DIRECTORS TO THE FULL EXTENT PERMITED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATIONS BY SHAREHOLDERS.

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF , AND THE BUSSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF , SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS.

THE POWER TO ADOPT , ALTER , AMEND OR REPEAL BY - LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER. IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATIOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 5 DAY OF SEPTEMBER 1995.-

DINA E. FRYDMAN

INCORPORATOR.

STATE OF FLORIDA )

OUNTY OF DADE. )

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED DINA Z. FRYDMAN TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED AS SUBSCRIBER IN AND WHO EXECUTED THE FOREGOING ARTCLES OF INCORPORATION, AND ACKNOWLEDGE BEFORE ME THAT THEY SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.

WITTNESS MY HAND AND SEAL IN THE COUNTY AND STATE NAMED ABOBE, THIS 5 DAY OF SEPTEMBER, 1995.

NOTARY PUBLIC.

Antony Saint-Cyr Notary Public-State of Florida My Commission Expires JAN. 16, 1999 COMM. # CC 433612