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February 19, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: A.V.M. Universal, Inc.
Articles of Incorporation

Dear Sir or Madam:

I have enclosed here with the Articles of Incorporation for A.V.M Universal, Inc. together with a check for \$122.50 (check #332) representing the filing fee and a certified copy of the Articles of Incorporation. Once the Articles have been filed with your office, please return the Certificate to me at the above address.

If you have any questions, please contact me.

Sincerely yours,



Sajjad G. Dewji

ZSM:sgd
Enclosures

FILED
DIVISION OF STATE
CORPORATIONS
97 FEB 24 AM 11:53

97/2/25/97

ARTICLES OF INCORPORATION

of

A.V.M. UNIVERSAL, INC. (a Florida Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 24 AM 11:53

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

Article I

The name of the Corporation is: **A.V.M. UNIVERSAL, INC.**

Article II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

Article III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

Article IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at One Hundred Dollars (\$100.00) par value. All or any part of said stock, of this Corporation, may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and non-assessable.

Article V

The initial street address of the principal office of this Corporation in the State of Florida is: 1451 W. LANDSTREET ROAD, ORLANDO, FLORIDA 32825. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

Article VI

This Corporation shall have not less than one (1) Director initially; the number of Directors may be increased from time to time by By-Laws adopted by the Shareholders, but shall never be less than one (1).

Article VII

The names and addresses of the members of the first Board of Directors (2) are:

MR. FAISAL VIRJEE

678 JAMESTOWN BLVD, #1309

ALTAMONTE SPRINGS, FL 32714

AND

MR. ALI VIRJEE

678 JAMESTOWN BLVD, #1309

ALTAMONTE SPRINGS, FL 32714

Article VIII

Pursuant to Chapter 48.091, Florida Statutes, FAISAL VIRJEE, 678 JAMESTOWN BLVD, #1309, ALTAMONTE SPRINGS, FLORIDA 32714 is hereby named as agent for this Corporation to accept service of process within the State of Florida. That the said FAISAL VIRJEE, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office located at the above address.

Article IX

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

FAISAL VIRJEE

678 JAMESTOWN BLVD, #1309

ALTAMONTE SPRINGS, FL 32714

AND

ALI VIRJEE

678 JAMESTOWN BLVD, #1309

ALTAMONTE SPRINGS, FL 32714

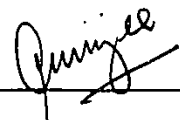
Article IX

The 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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these
Articles of Incorporation for the uses and purposes aforesaid on the
16 day of February, 1997.



FAISAL VIRJEE



ALI VIRJEE

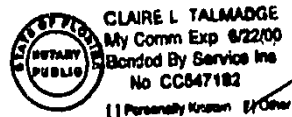
STATE OF FLORIDA

COUNTY OF Orange

Before me, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared FAISAL VIRJEE AND ALI VIRJEE, as subscribers of A.V.M. UNIVERSAL, INC. known to me to be the persons prescribed in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein expressed.

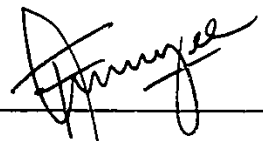
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 16th day of February 1997.

Claire L. Talmadge
Notary Public



ACCEPTANCE BY REGISTERED AGENT

I, **FAISAL VIRJEE**, agree to accept the designation of Registered Agent for **A.V.M. UNIVERSAL, INC., 1451 W. LANDSTREET ROAD, ORLANDO, FLORIDA 32825**, and as such Registered Agent, to comply with all requirements, including acceptance of service of process pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.



FAISAL VIRJEE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 24 AM 11:53

STATE OF FLORIDA

COUNTY OF Orange

Before me, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared FAISAL VIRJEE, as Registered Agent of A.V.M. UNIVERSAL, INC., known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 16th day of February, 1997.

Claire L. Palmadge

Notary Public



CLAIRE L. PALMADGE
My Comm Exp 8/22/00
Bonded By Service Inc
No CC547182
((Personally Known))