

P97000023321



ACCOUNT NO. : 072100000032

REFERENCE : 286920 4311639

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizito*

ORDER DATE : March 10, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 286920-010

CUSTOMER NO: 4311639

CUSTOMER: Matt Anderson, Legal Assistant  
AKERMAN SENTERFITT & BIDSON

One Southeast Third Avenue  
28th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: *PARTNERS,*  
AMERICAS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*W97-5604*  
K.R. MAR 11 1997

K.R. MAR 14 1997

FILED  
97 MAR 11 PM 1:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
97 MAR 10 PM 12:26  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 11, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: AMERICAS GROUP, INC.  
Ref. Number: W97000005604

We have received your document for AMERICAS GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 697A00012234

**ARTICLES OF INCORPORATION  
OF  
AMERICAS PARTNERS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is AMERICAS PARTNERS, INC.

**ARTICLE II**

**MAILING ADDRESS**

The mailing address of the corporation is 515 Bay Lane, Key Biscayne, FL 33149.

**ARTICLE III**

**CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

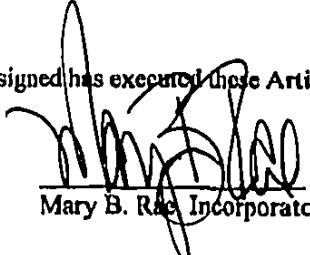
The street address of the corporation's initial registered office is 515 Bay Lane, Key Biscayne, FL 33149. The name of the corporation's initial registered agent at that office is Mary B. Rae.

**ARTICLE V**

**INCORPORATOR**

The name and street address of the incorporator of the corporation is Mary B. Rae, 515 Bay Lane, Key Biscayne, FL 33149.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of March, 1997.

  
\_\_\_\_\_  
Mary B. Rae, Incorporator

FILED  
97 MAR 11 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Americas Partners, Inc., a Florida corporation, (the "Corporation"), in the Corporation's articles of incorporation:

I having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 11 day of March, 1997.

  
Mary B. Rae

FILED  
97 MAR 11 PM 1:35  
STATE OF FLORIDA  
TALLAHASSEE