

3/21/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686

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NAME: AMERICAN HERITAGE FUND II, INC.

AUDIT NUMBER.....H97000004819

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

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### Article I. Name

The name of this Florida corporation is:  
American Heritage Fund II, Inc.

### Article II. Address

The mailing address of the Corporation is:  
American Heritage Fund II, Inc.  
P.O. Box 14516  
North Palm Beach FL 33408

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Linda K. Engel  
2655 North Ocean Drive, Suite 500  
Singer Island FL 33401

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

B. Brian Wiita  
Cinde Wiita

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Mitchell D. Schepps FL Bar Member 0979139  
August Comiter Kulunas & Schepps, P.A.  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401  
561-835-9600 • Fax 561-835-9602

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

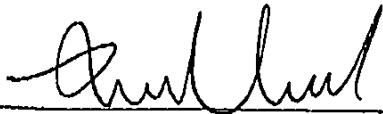
The name and address of the incorporator is:

Mitchell D. Schepps  
August Comiter Kulunas & Schepps, P.A.  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 21, 1997

The undersigned incorporator executed these Articles of Incorporation on March 21, 1997



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MITCHELL D. SCHEPPS

by L.A. Uriarte as attorney-in-fact

Mitchell D. Schepps FL Bar Member 0979139  
August Comiter Kulunas & Schepps, P.A.  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401  
561-835-9600 • Fax 561-835-9602

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

American Heritage Fund II, Inc.

**REGISTERED AGENT/OFFICE:**

Linda K. Engel  
2655 North Ocean Drive, Suite 500  
Singer Island FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LINDA K. ENGEL  
Luis A. Uriarte, Vice President

Date: 3/21/97

Mitchell D. Schepps FL Bar Member 0979139  
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