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**MURRAH, DOYLE AND WIGLE, P.A.**

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800 WEST MORSE BOULEVARD  
WINTER PARK, FLORIDA 32789

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -11 AM 10:05

April 3, 1997

KENNETH F. MURRAH  
PATRICK W. DOYLE  
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MAILING ADDRESS  
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WINTER PARK, FLORIDA 32790  
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Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

400002133934--2  
-04/04/97--01082--004  
\*\*\*122.50 \*\*\*122.50

Attn: Corporate Records Bureau

Re: AMPHI INTERNATIONAL, INC.

EFFECTIVE DATE

*4-3-97*

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$122.50 is enclosed for the following fees:

|  |          |
|--|----------|
| Filing fee   | \$35.00  |
| Certified copy of Certificate of Incorporation           | \$52.50  |
| Notice of Designation of Registered Agent and Acceptance | \$35.00  |
| Total  | \$122.50 |

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,

*Patrick W. Doyle*  
PATRICK W. DOYLE

PWD/ksc  
encs

D. BROWN APR - 7 1997

**ARTICLES OF INCORPORATION  
OF**

**AMPHI INTERNATIONAL, INC.**

**ARTICLE 1 - Name**

The name of the corporation is AMPHI INTERNATIONAL, INC.

**ARTICLE 2 - Address**

The street address of the initial principal office of the corporation is 1805 Livingston Street, Orlando, FL 32803. The mailing address of the corporation is the same.

**ARTICLE 3 - Shares**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

**ARTICLE 4 - Preemptive Rights**

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE 5 - Initial Registered Office and Agent**

The street address of the corporation's initial registered office is 800 West Morse Boulevard, Suite 1, Winter Park, Florida 32789 and the name of the initial registered agent at that office is Patrick W. Doyle. The written acceptance by the registered agent is attached.

**ARTICLE 6 - Incorporator**

The name and address of each incorporator is:

JUANITO P. BARBA                      1805 Livingston Street, Orlando, FL 32803

**ARTICLE 7 - Initial Board of Directors**

The names and addresses of the individuals who are to serve as the initial directors are:

NARCISO S. PADILLA                      1805 Livingston Street, Orlando, FL 32803  
MARIA PADILLA                              1805 Livingston Street, Orlando, FL 32803  
JUANITO P. BARBA                              1805 Livingston Street, Orlando, FL 32803

**ARTICLE 8 - Indemnification**

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

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**ARTICLE 9 - Amendment**

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

**ARTICLE 10 - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

**ARTICLE 11 - Date of Commencement of Corporate Existence**

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this 3<sup>rd</sup> day of <sup>APRIL</sup> ~~March~~, 1997.

  
\_\_\_\_\_  
JUANITO P. BARBA, Incorporator



**NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:  
**AMPHI INTERNATIONAL, INC.**, desiring to organize and qualify under the laws of the State of Florida  
hereby designates:

Registered Office: 800 West Morse Boulevard, Suite 1, Winter Park, Florida  
32789


Registered Agent: Patrick W. Doyle

  
\_\_\_\_\_  
JUANITO A. BARBA, Incorporator

APRIL  
DATED: March 3, 1997

**STATEMENT OF  
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
PATRICK W. DOYLE  
REGISTERED AGENT  
DATED: March 3, 1997  
April

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